

**TAB 9—JV MENTOR-PROTÉGÉ ARRANGEMENTS**

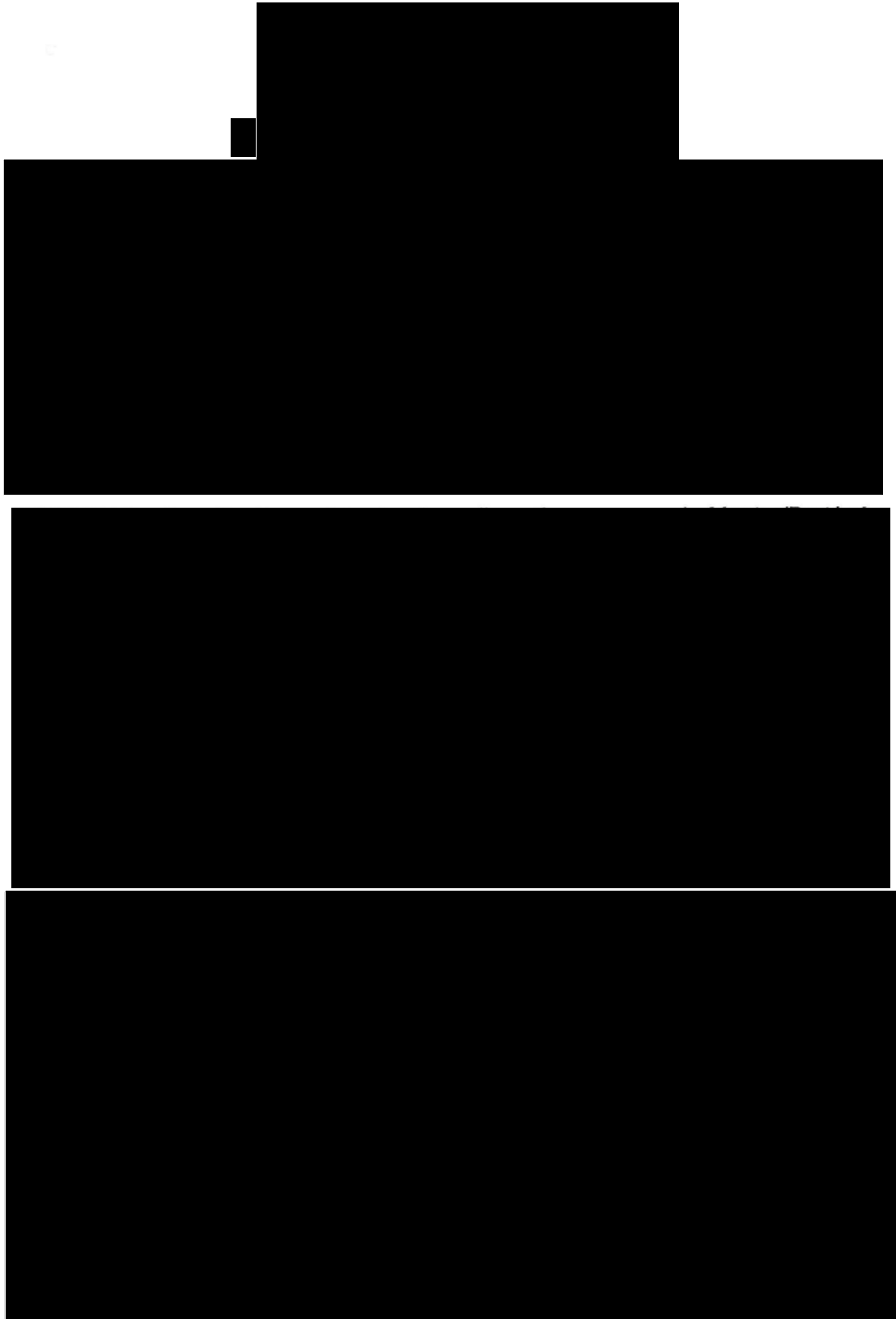
This tab contains the following topics:

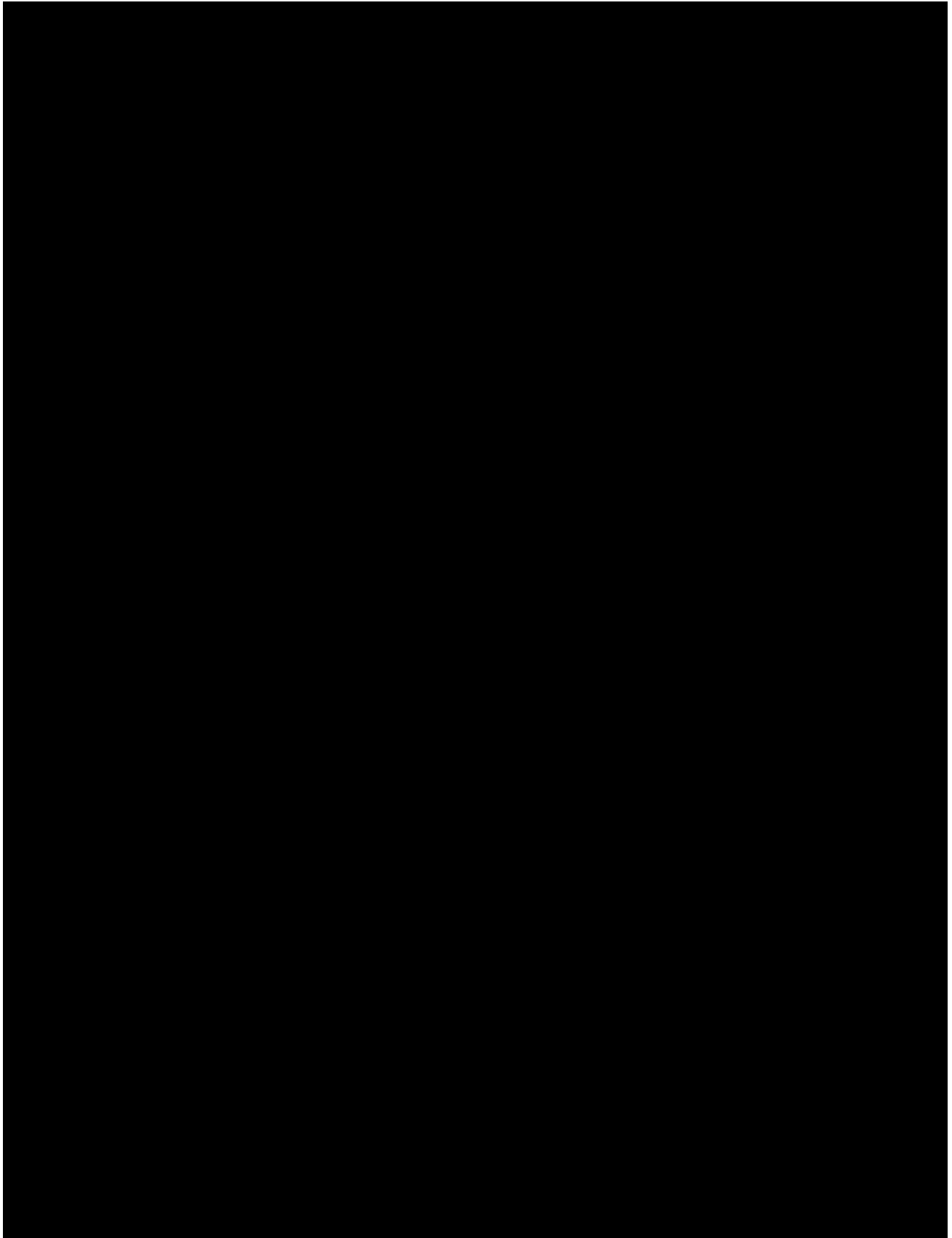
- Mentor-Protégé Agreement and Operating Agreement
- Relationship of the Partners
- Management Approach
- Structure and Decision-Making Responsibilities
- Key Personnel
- Procedures for Dissolution
- List of All Partners with Appropriate Supporting Data

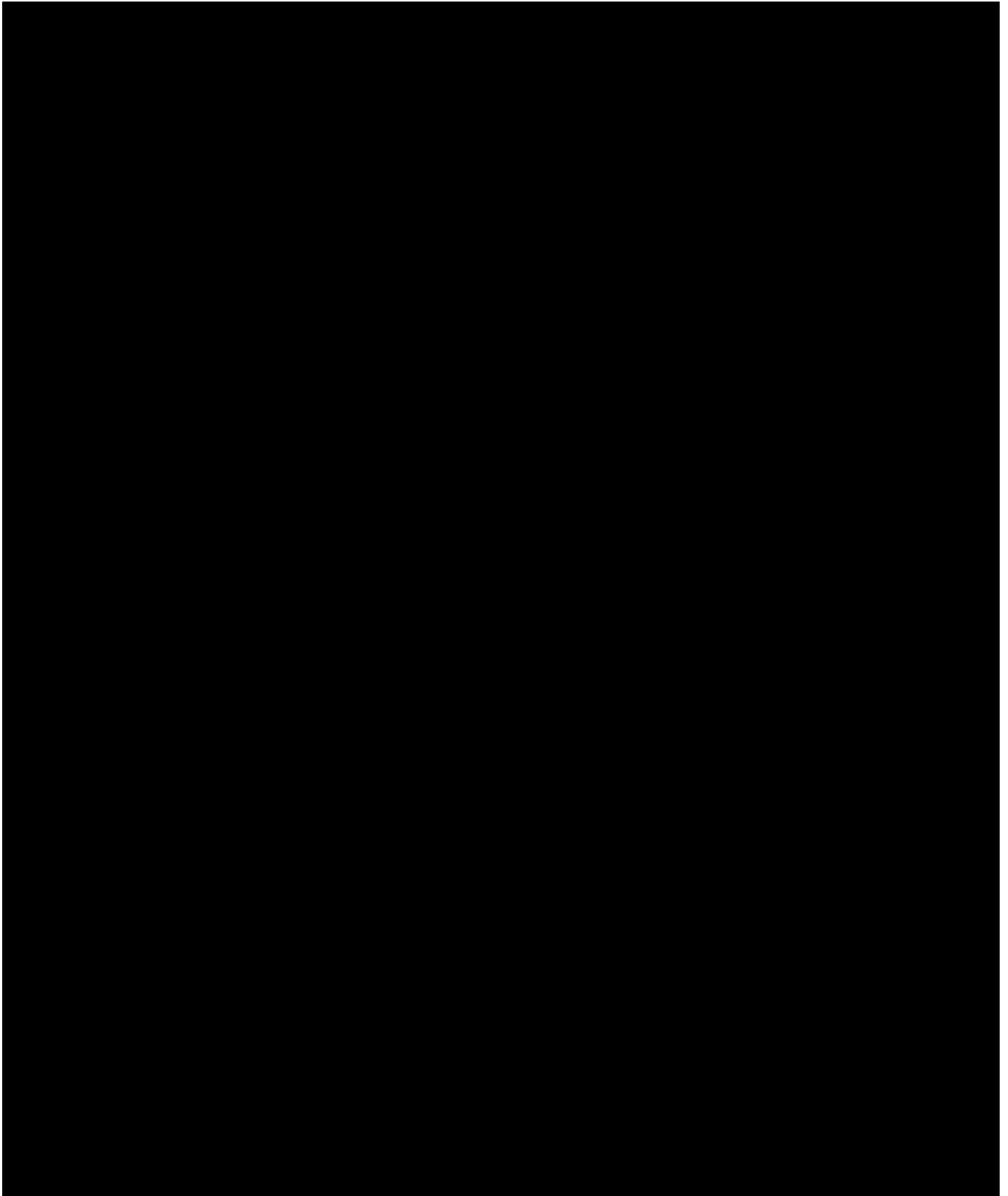


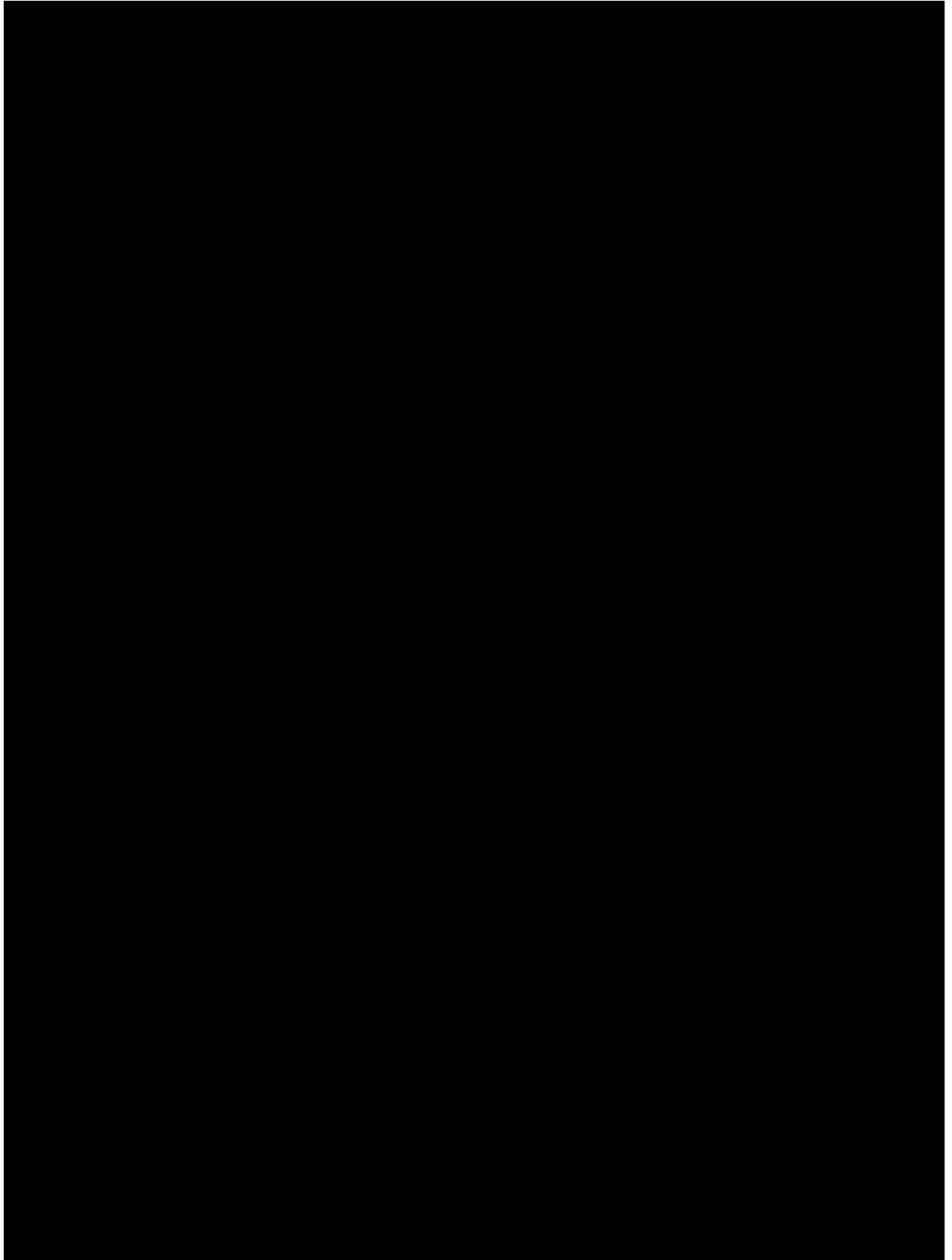
[REDACTED]

# MENTOR-PROTÉGÉ AGREEMENT

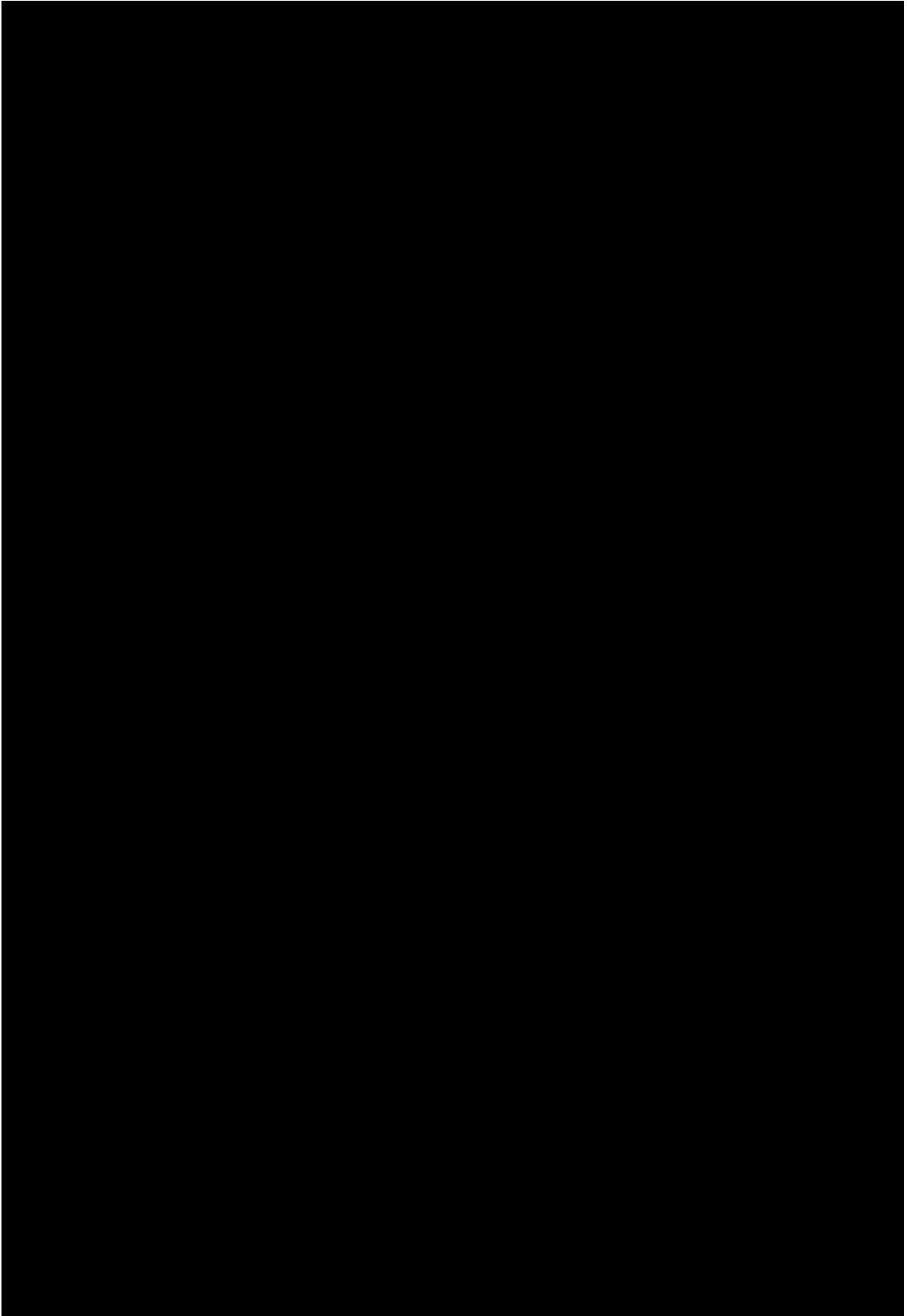


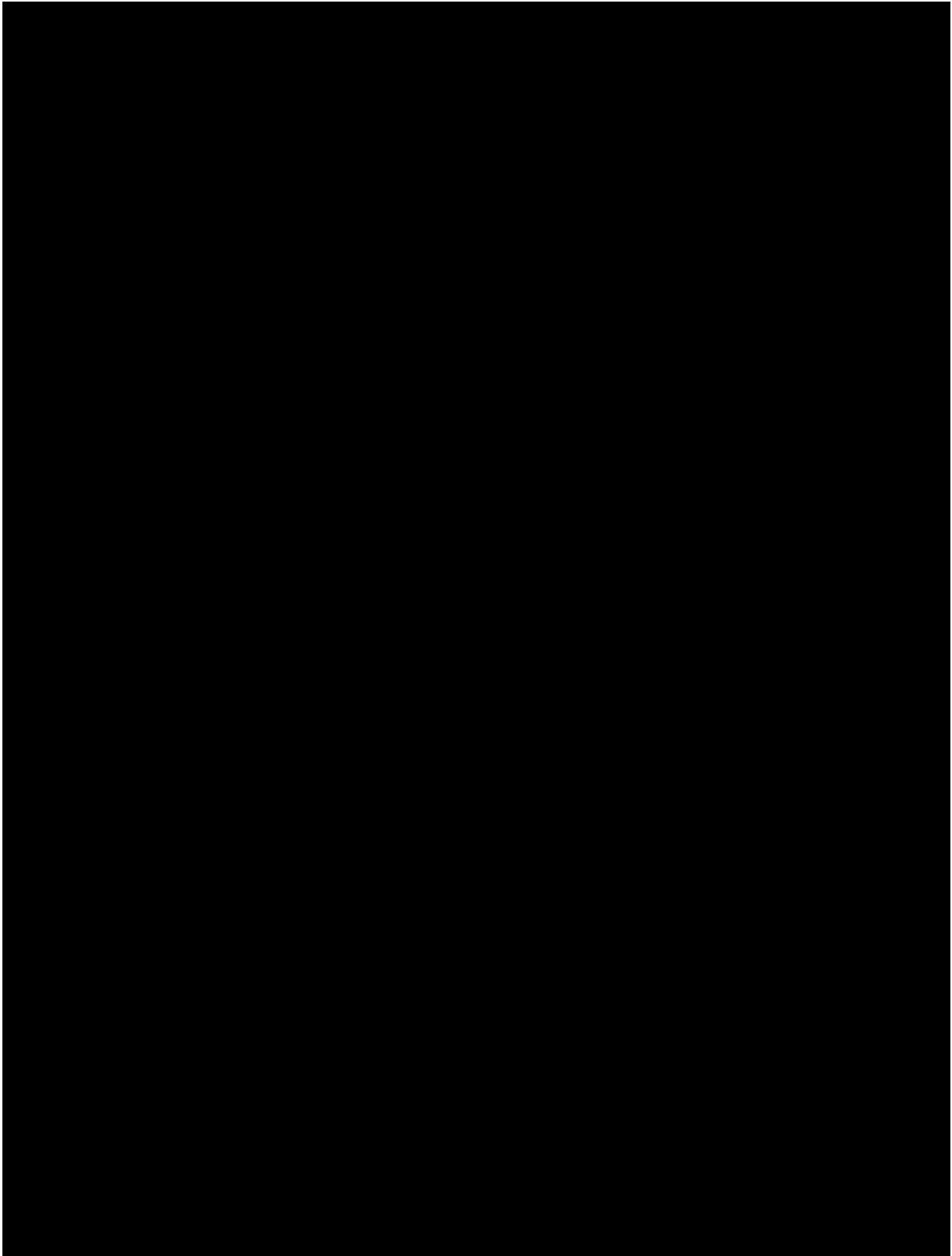


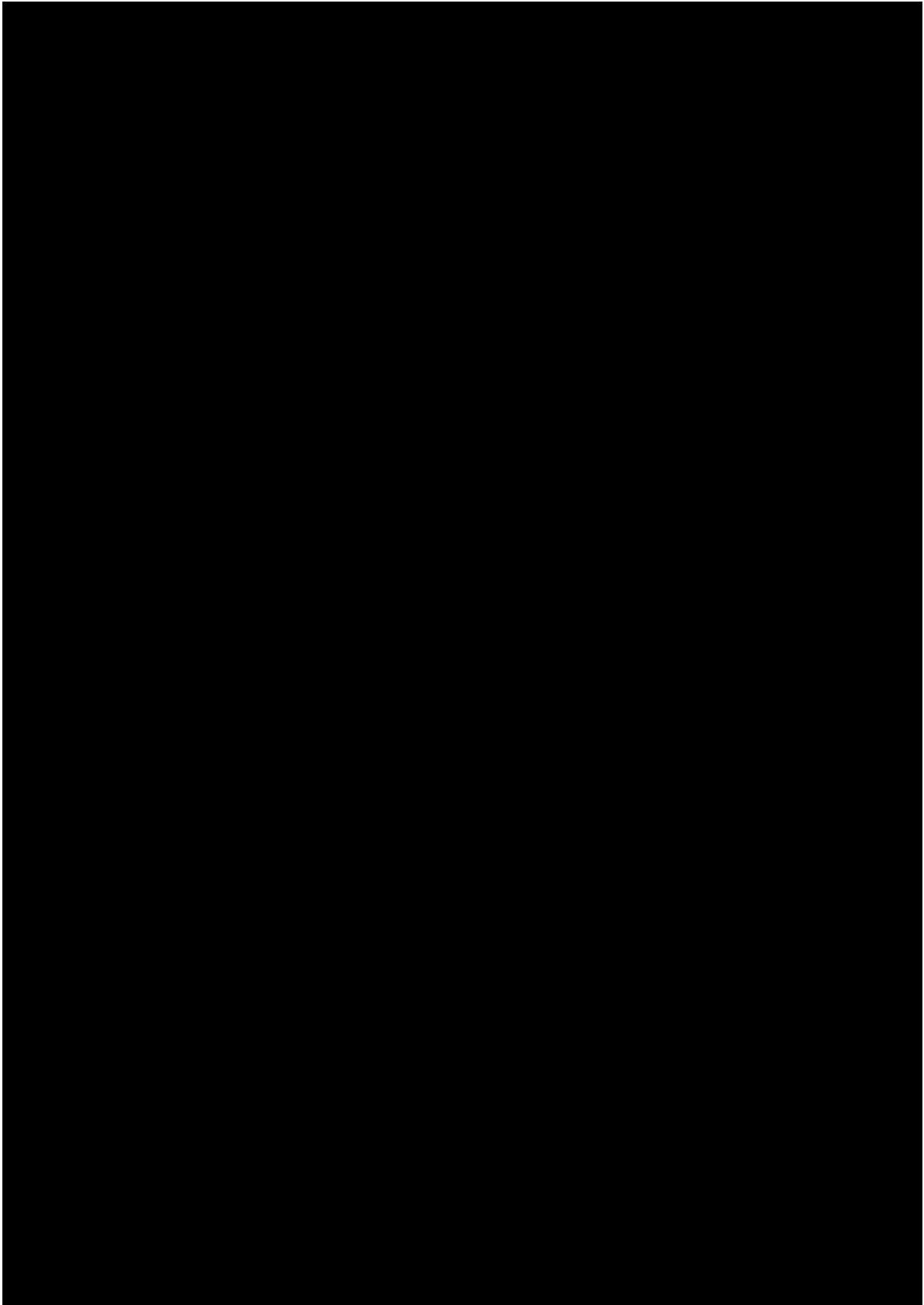


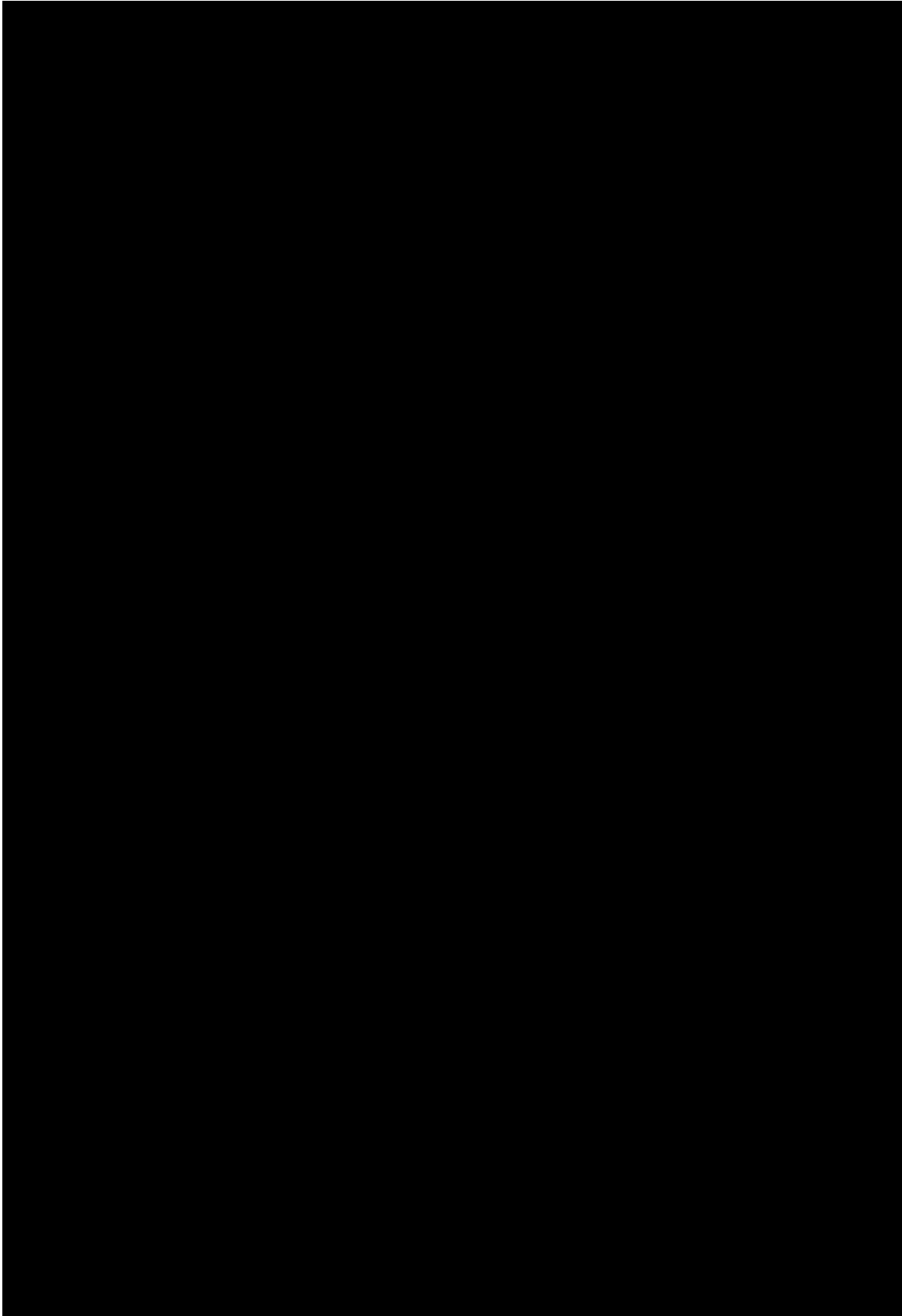


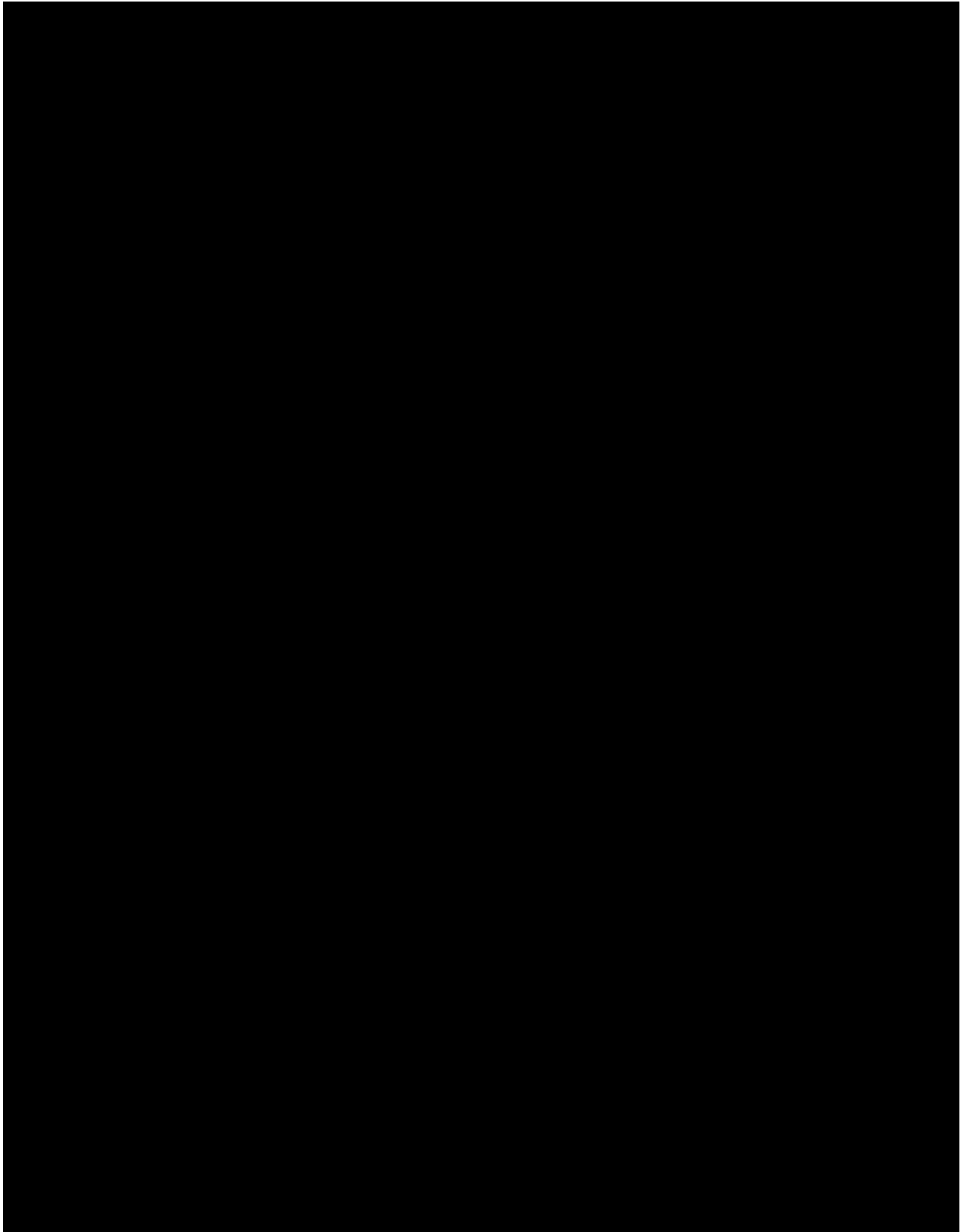
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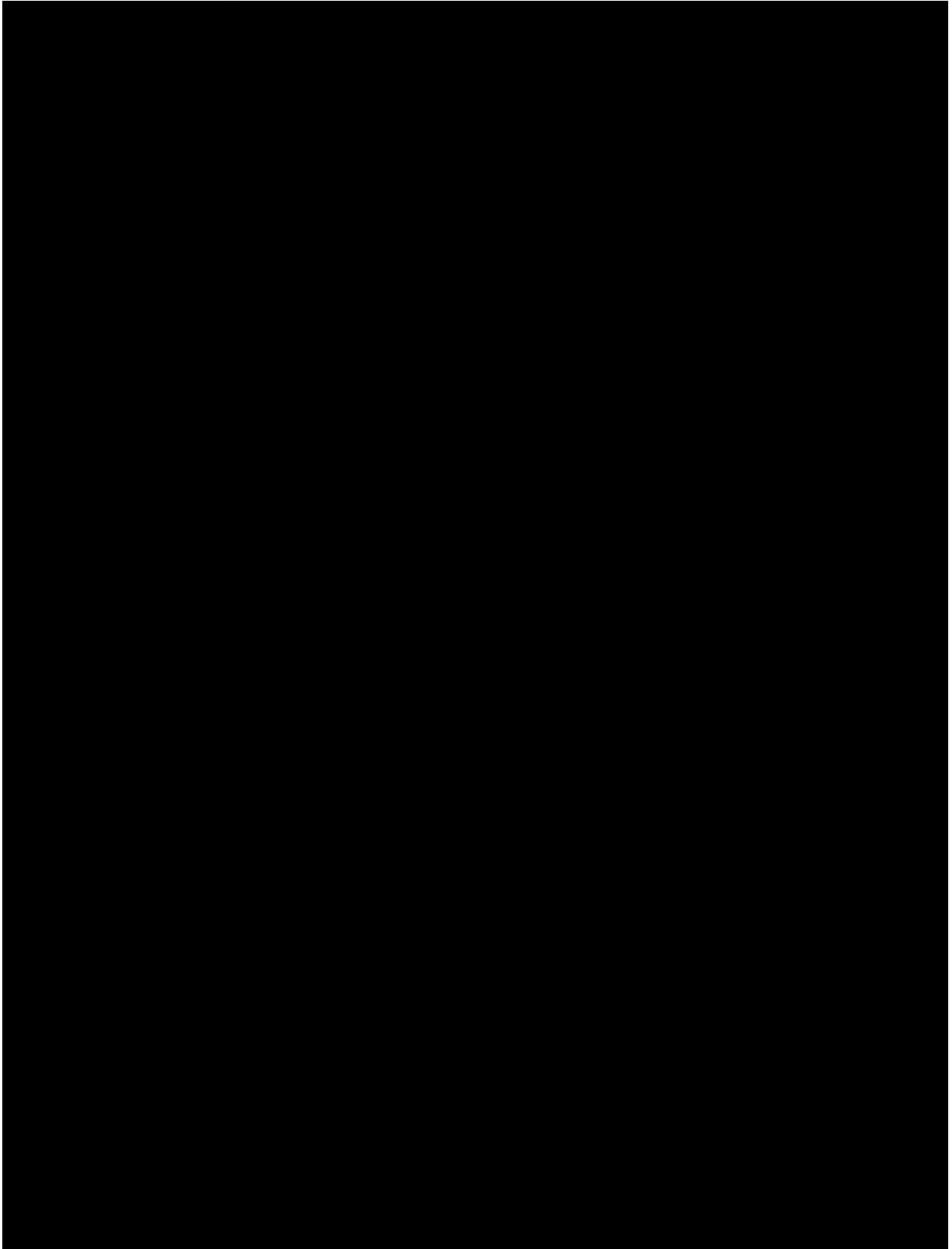


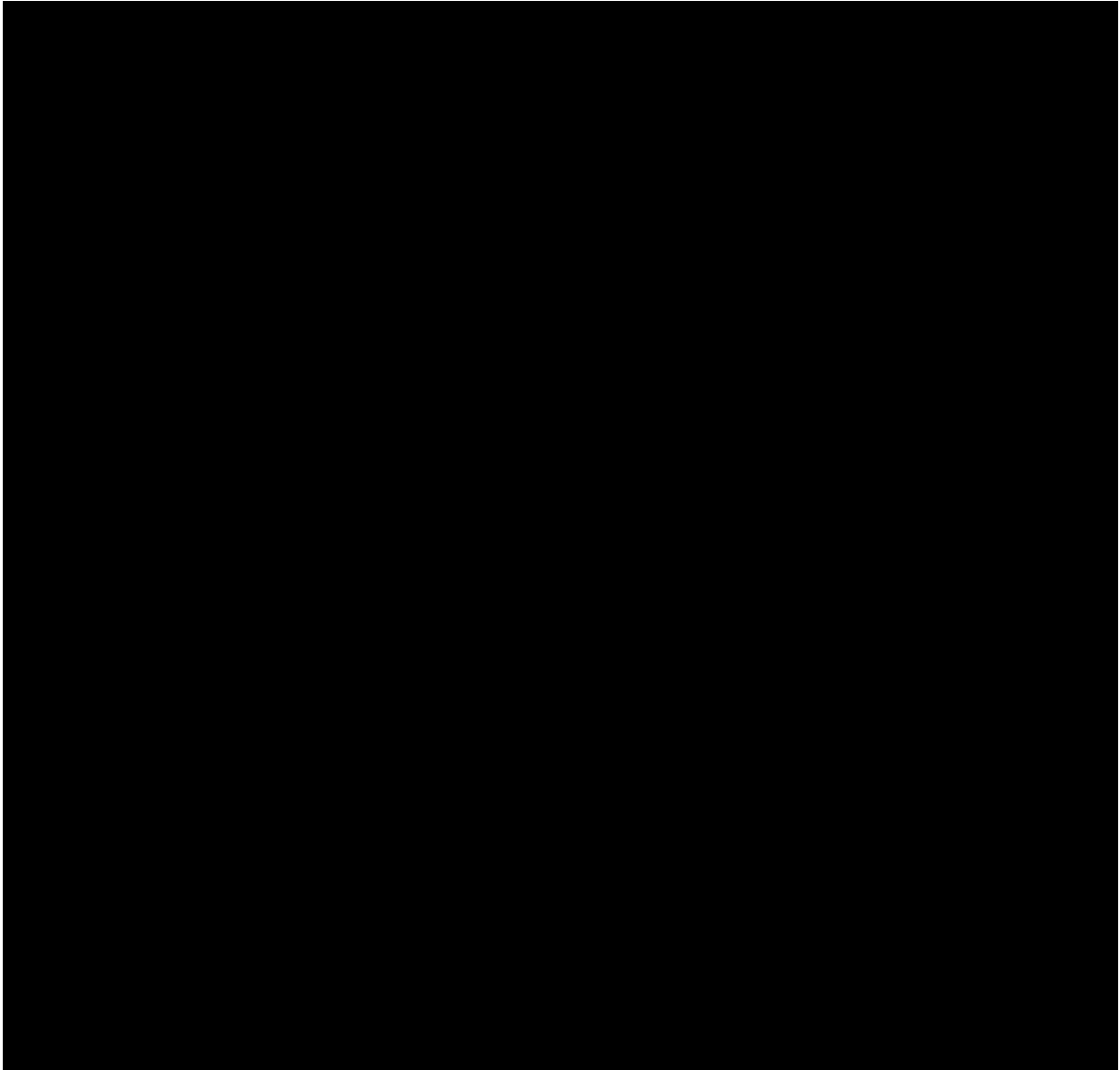














U.S. SMALL BUSINESS ADMINISTRATION  
WASHINGTON, D.C. 20416

MAY 11 2006

Andrew K. Poeppoe  
District Director  
U.S. Small Business Administration  
300 Ala Moana Boulevard, Suite 2-235  
Honolulu, HI 96850

Subject: Mentor Protégé Agreement between [REDACTED]  
(Mentor) and Akimeka Technologies, LLC (Protégé)

Dear Mr. Poeppoe:

The Mentor/Protégé Agreement between [REDACTED]  
(Mentor) and Akimeka Technologies (Protégé) has been approved. I am sending you a letter informing the firms of my decision.

The intent of the Mentor/Protégé Program is to enhance the development of the protégé and to encourage the mentors to provide various forms of assistance to the 8(a) program protégés. The mentor is responsible for certifying annually that it continues to possess good character and a favorable financial position. The protégé is required to report to the Small Business Administration their successes and/or any problems encountered during the protégé's preceding year at the time they submit their annual updated business plan.

We thank you for your support of the Mentor/Protégé Program, and wish much success in this alliance to both firms. Please notify the firms of their acceptance into the Mentor-Protégé Program. If further assistance is required, please contact Sheila D. Thomas, Deputy Associate Administrator, Office of Business Development, at 202-205-6613.

Sincerely,

[REDACTED]  
Luz A. Hopewell  
Associate Administrator  
Office of Business Development

SBA IS AN EQUAL OPPORTUNITY EMPLOYER AND PROVIDER



TOTAL P. 01



**U.S. SMALL BUSINESS ADMINISTRATION**  
HAWAII DISTRICT OFFICE  
300 ALA MOANA BOULEVARD, SUITE 2-235  
HONOLULU, HI 96850

808-541-2990 • 808-541-2976 (FAX) • 808-541-3650 (TDD)

June 2, 2006

Akimeka Technologies, LLC  
Attn: [REDACTED] President  
1600 Kapiolani Blvd., Suite 530  
Honolulu, HI 96814-3802

Re: Mentor Protégé Approval

Dear Mr. [REDACTED]:

Congratulations!

This letter follows our conversation today regarding the acceptance and approval of the Mentor Protégé Agreement between [REDACTED] (Mentor) and Akimeka Technologies, LLC (Protégé) by SBA's Associate Administrator for Business Development, Ms. [REDACTED], on May 11, 2006.

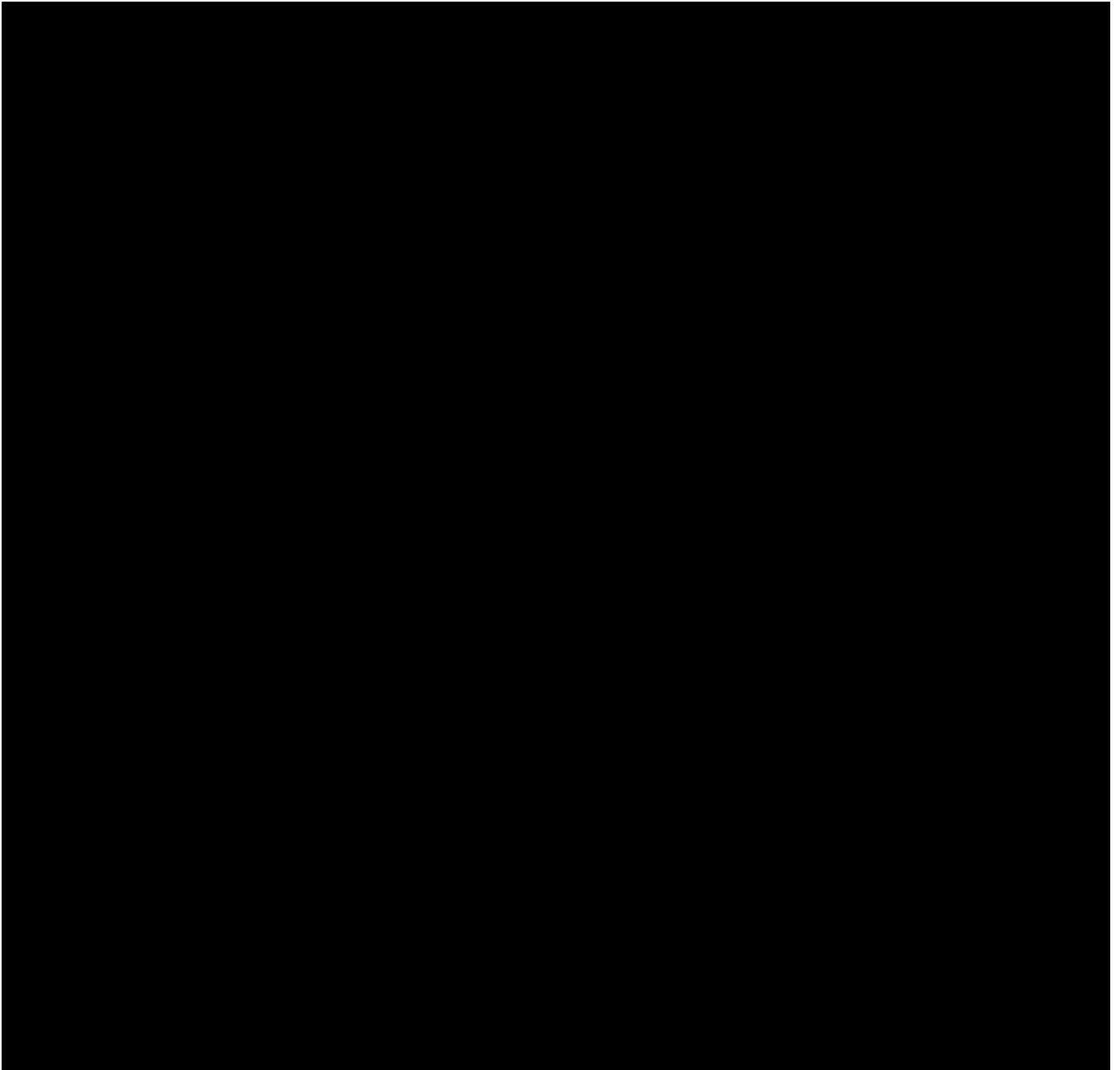
I've attached for your convenience a copy of the approval letter dated May 11, 2006 addressed to [REDACTED] District Director of the Hawaii office that was executed by SBA's Associate Administrator for Business Development, [REDACTED].

We are hopeful that this alliance and relationship between both parties to the agreement will be beneficial and successful.

If you have any questions, please contact me at (808)541-2982 or fax me at (808)541-2976 or email me at [REDACTED].

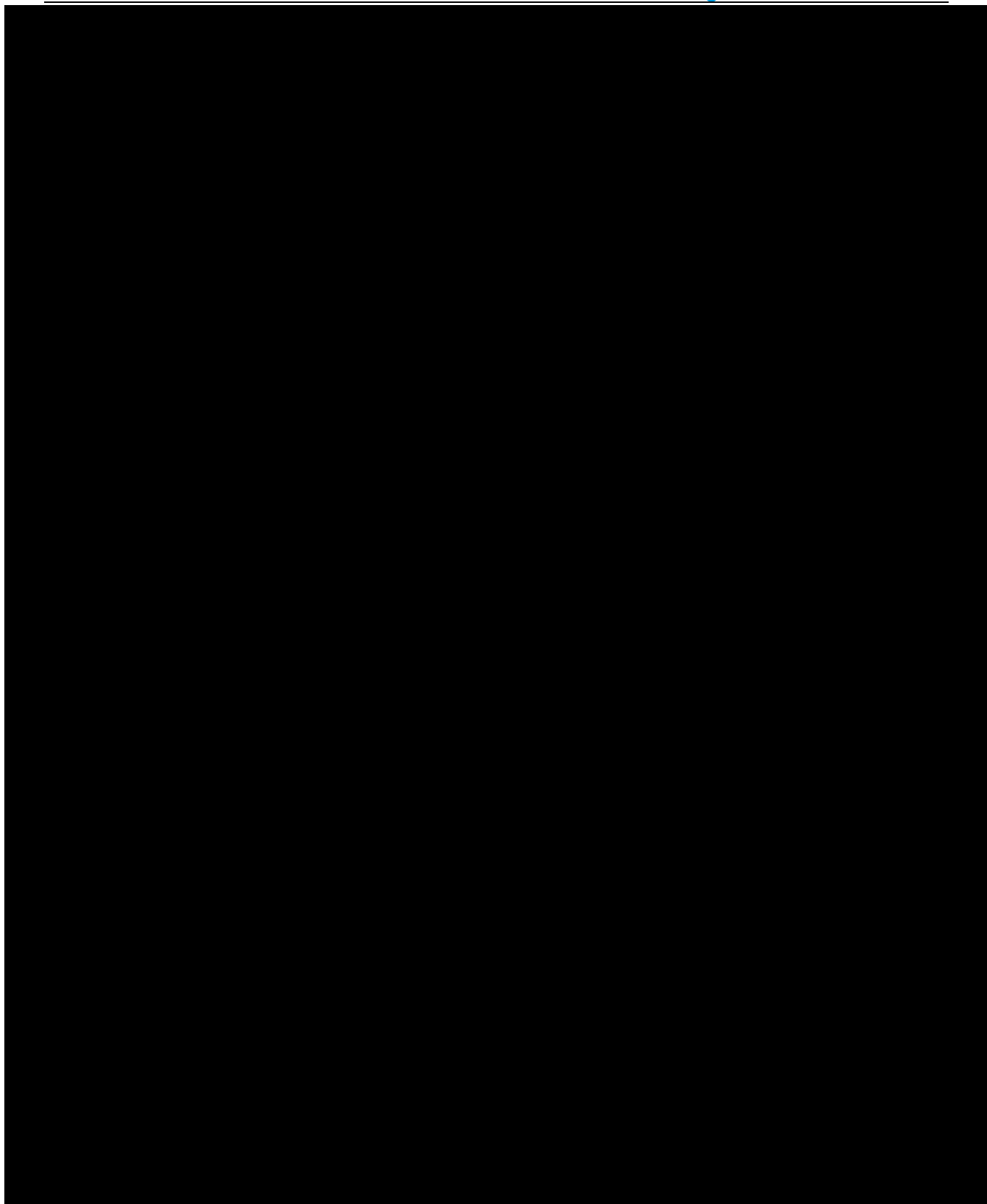
Thank You!

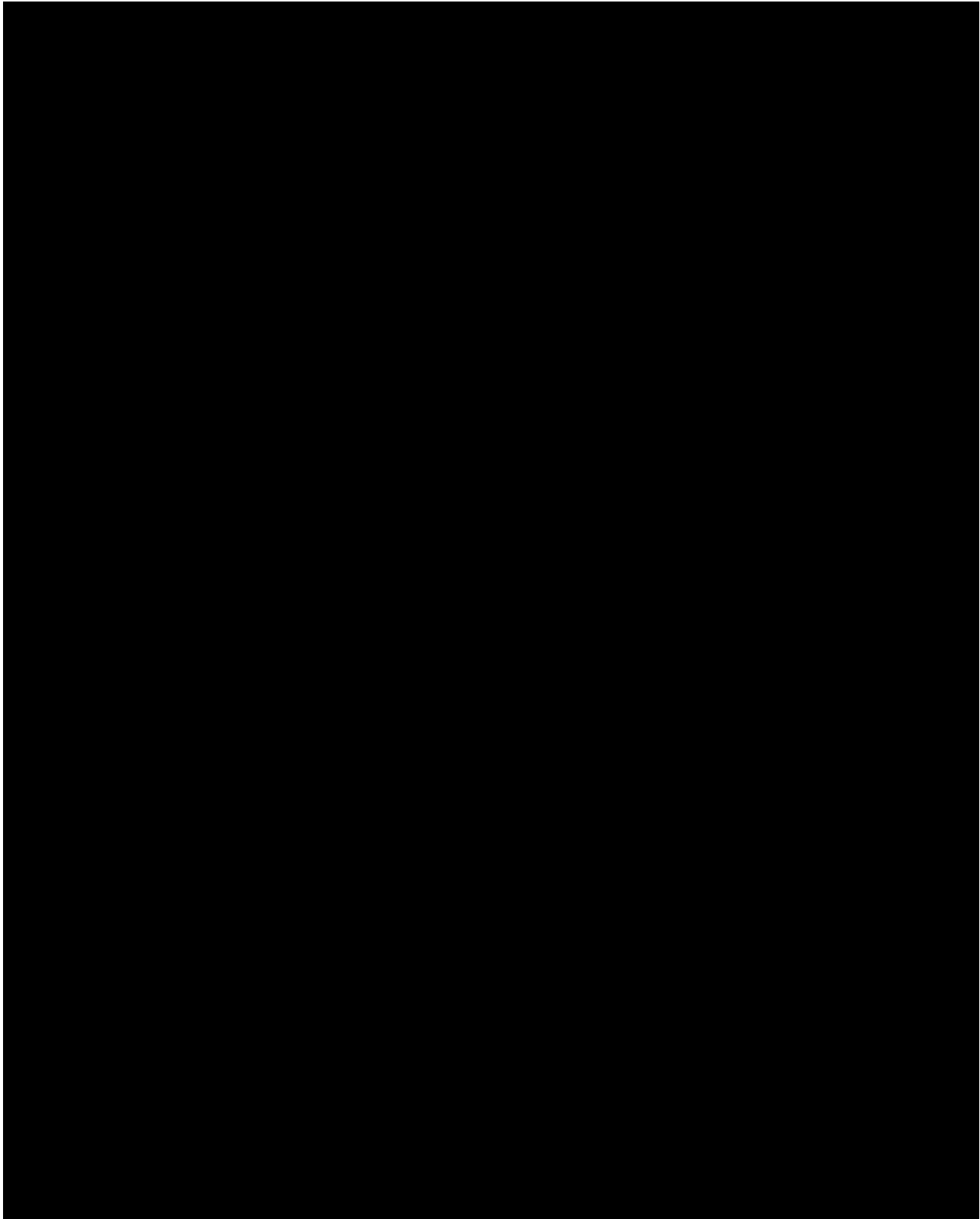
[REDACTED]  
Business Development Specialist

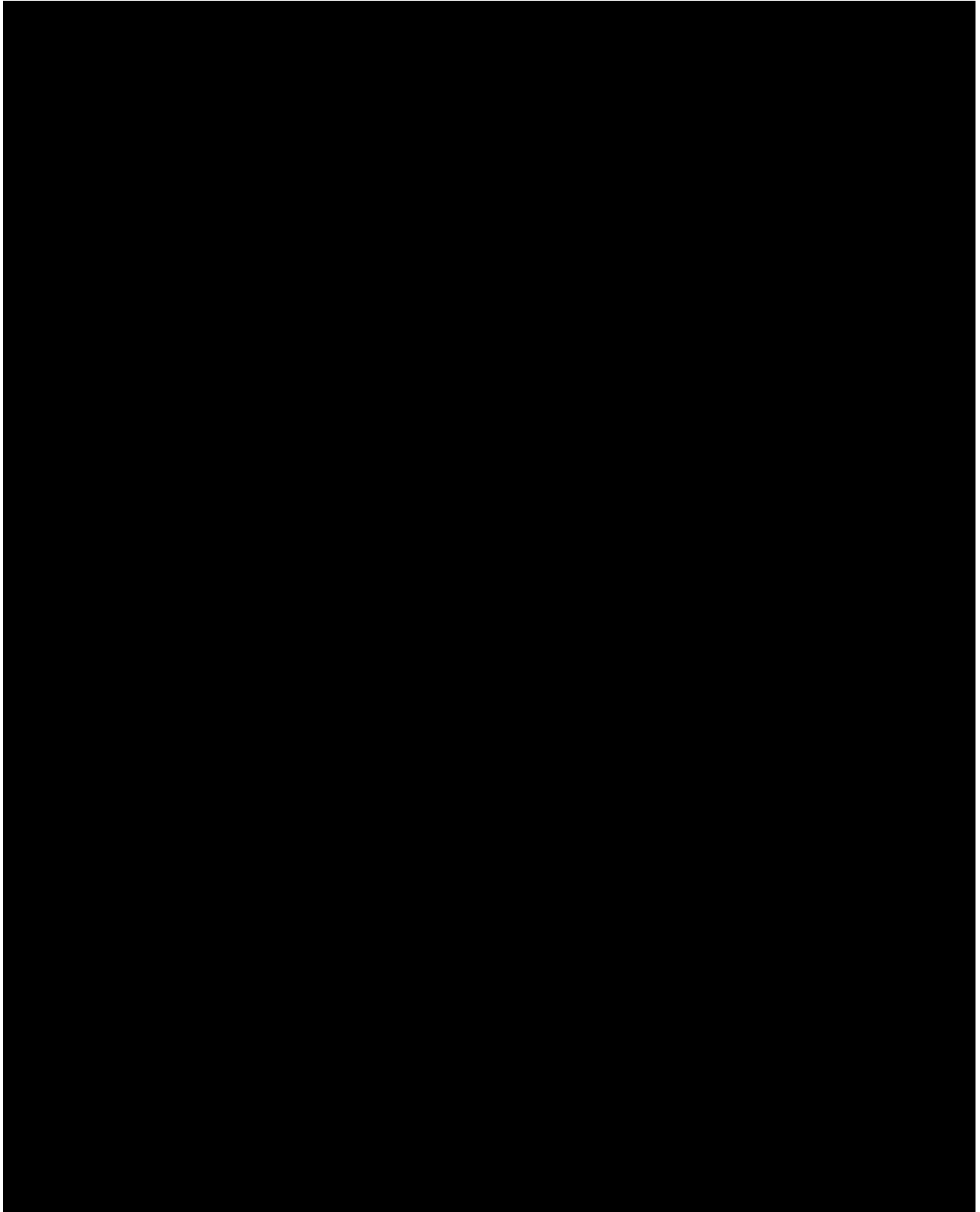


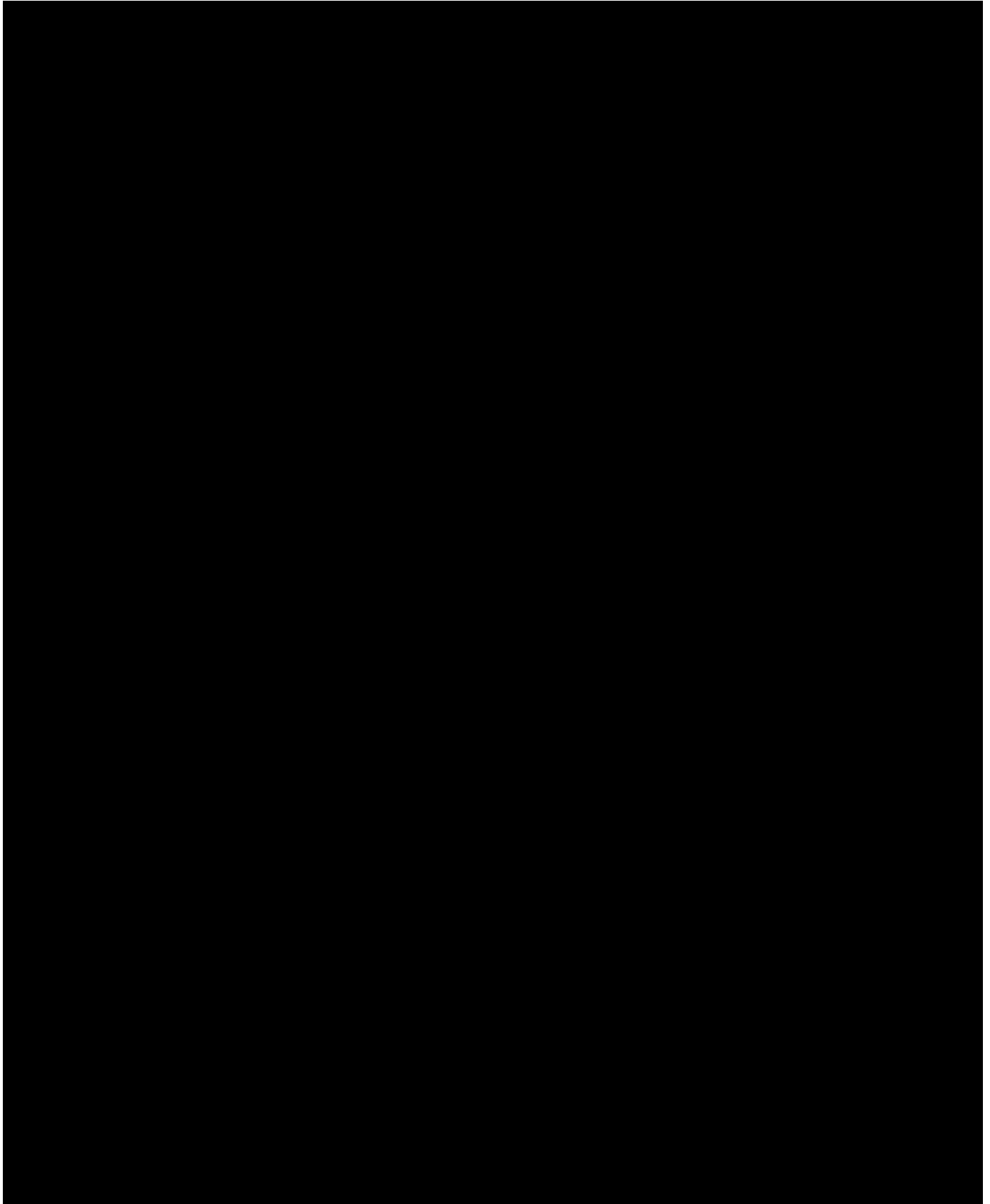
## OPERATING AGREEMENT

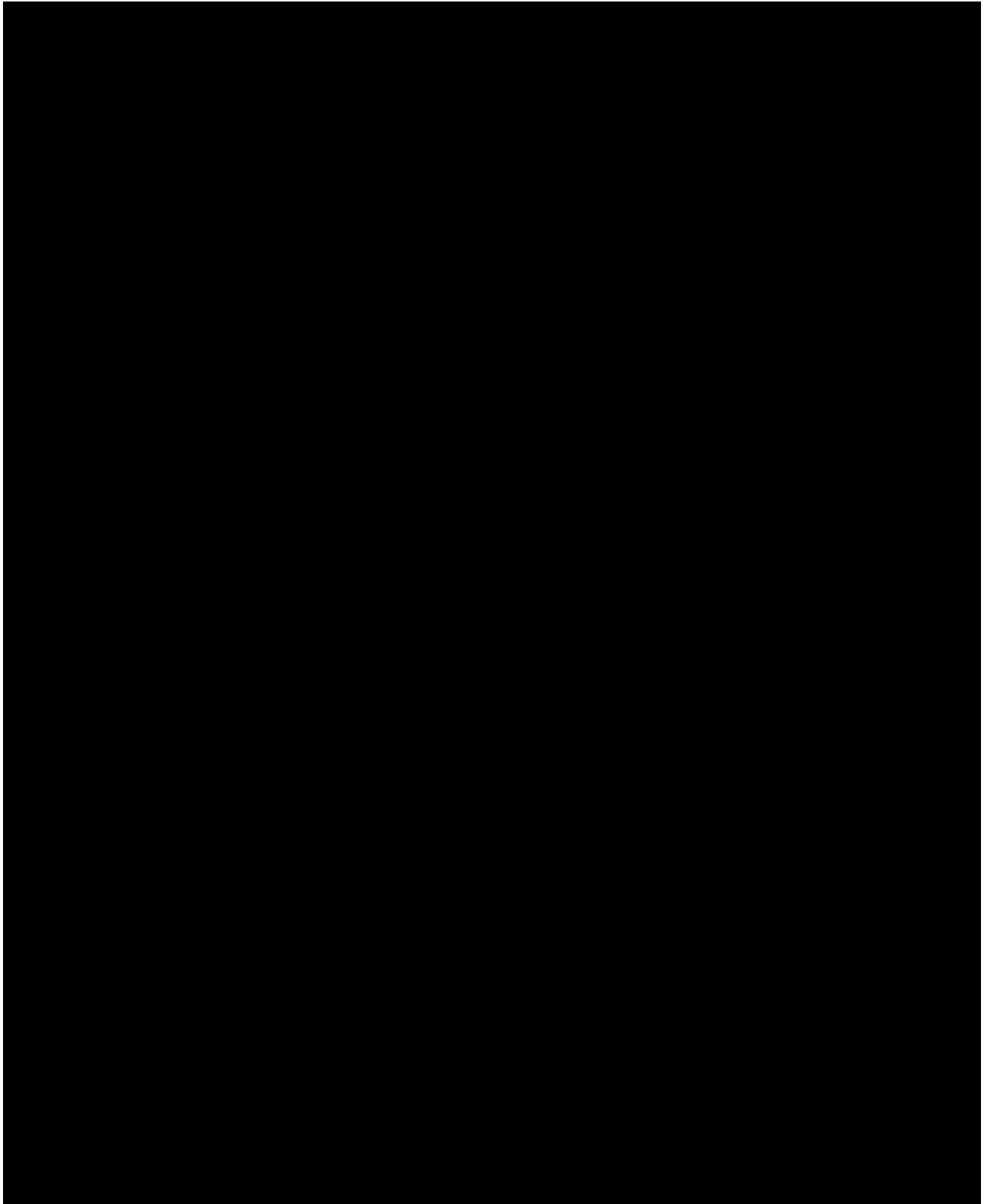
**OPERATING AGREEMENT**  
**OF**  
**MANU KAI, LLC**  
**(Manager-Managed)**

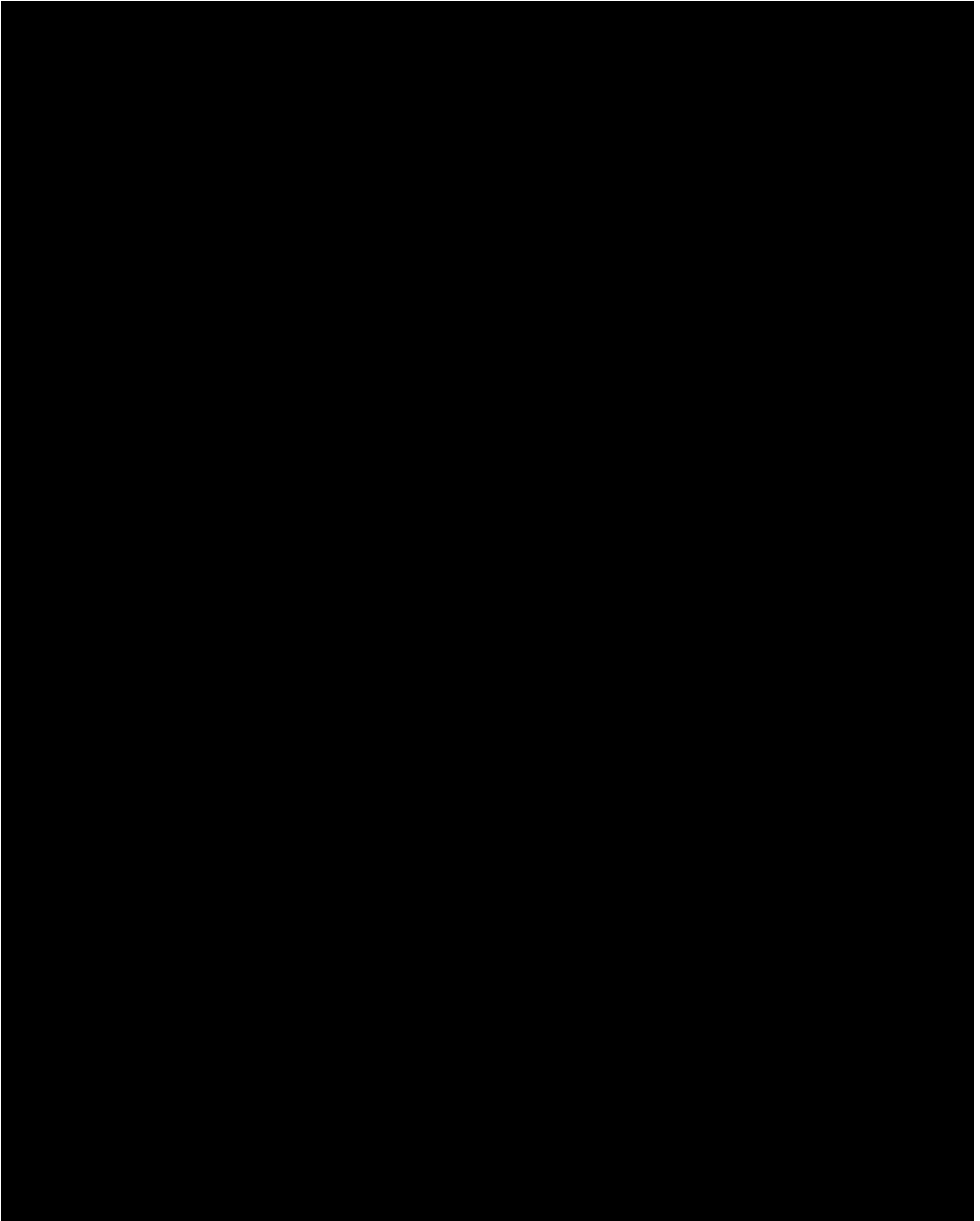


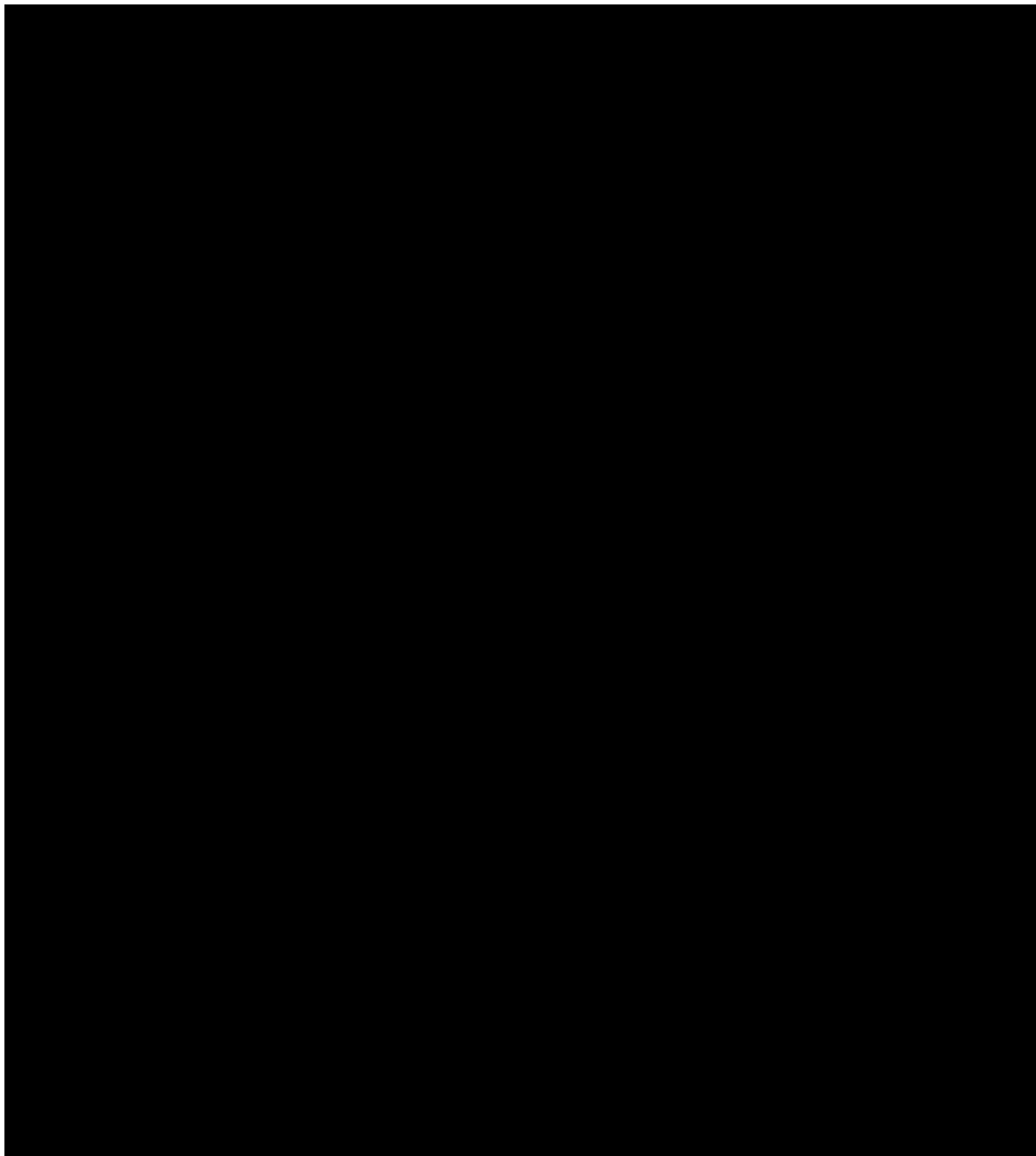


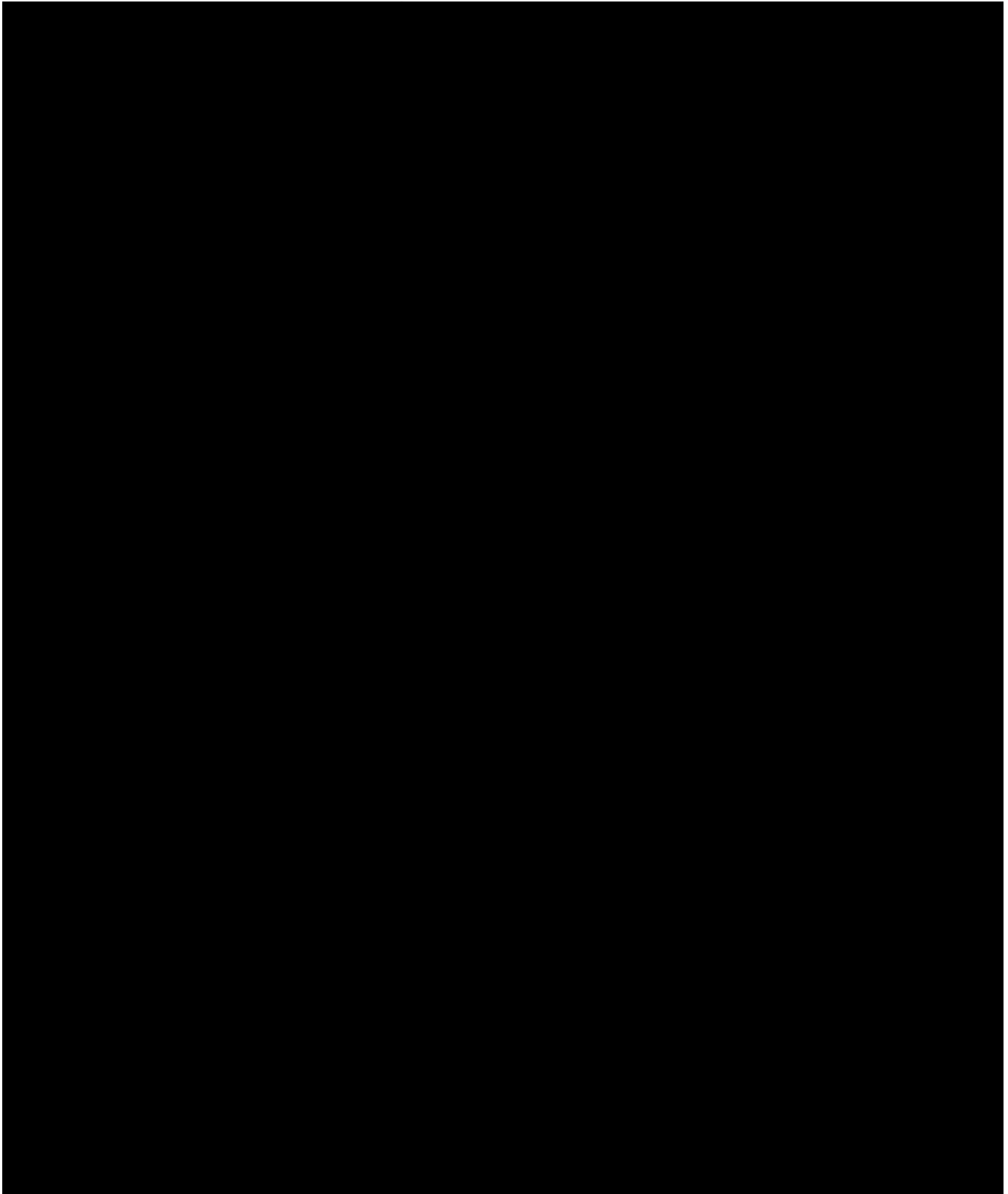


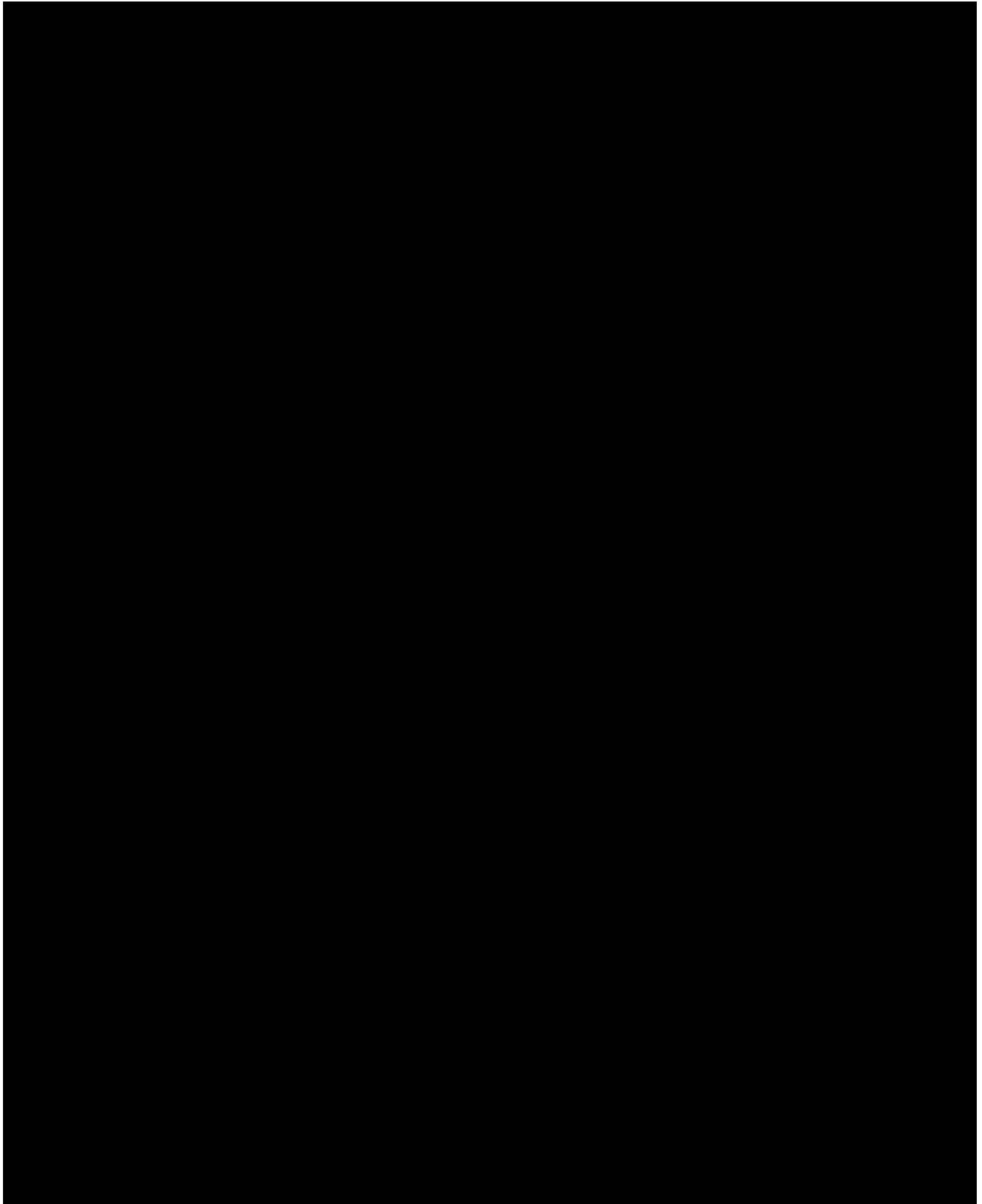




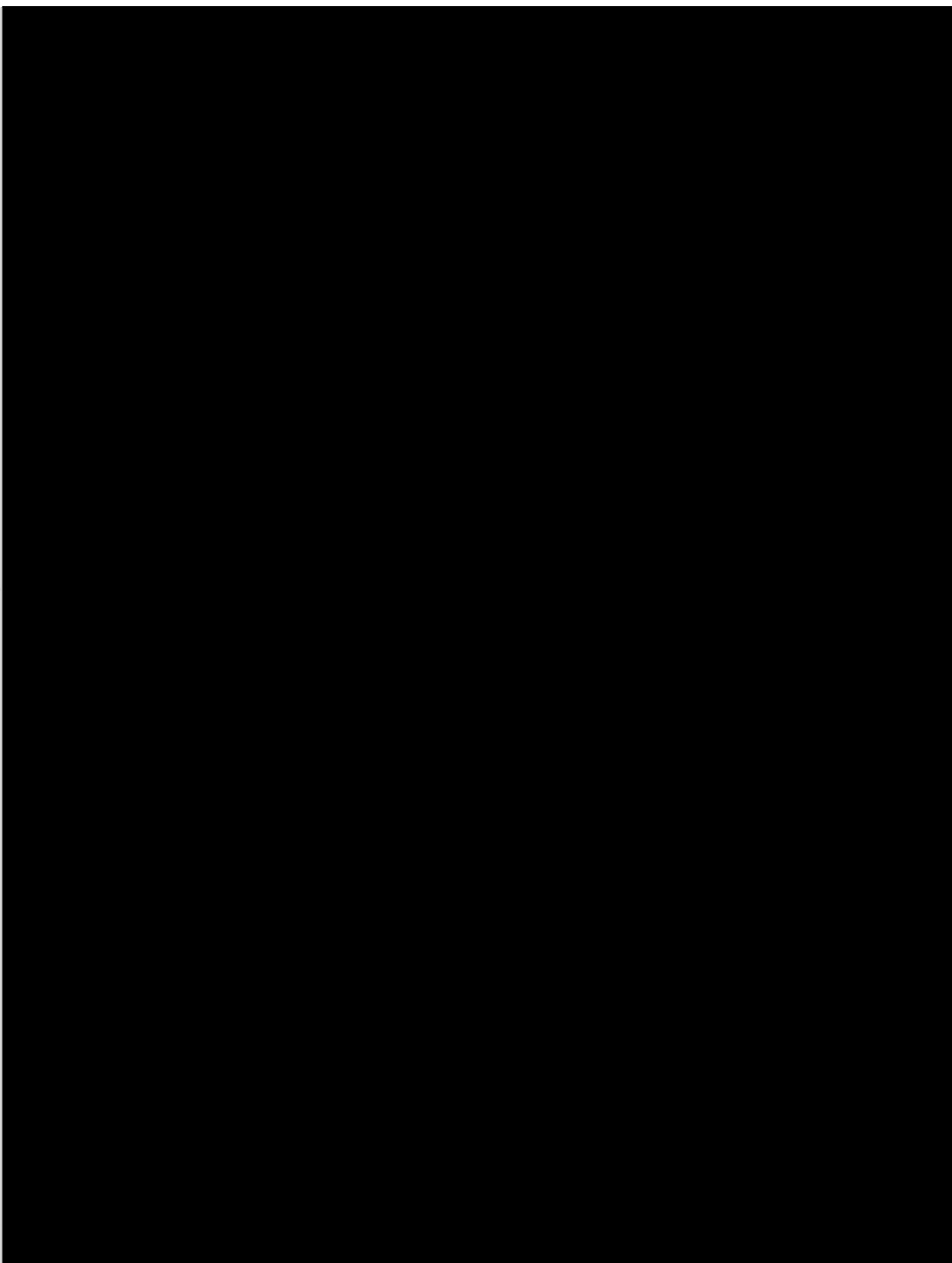


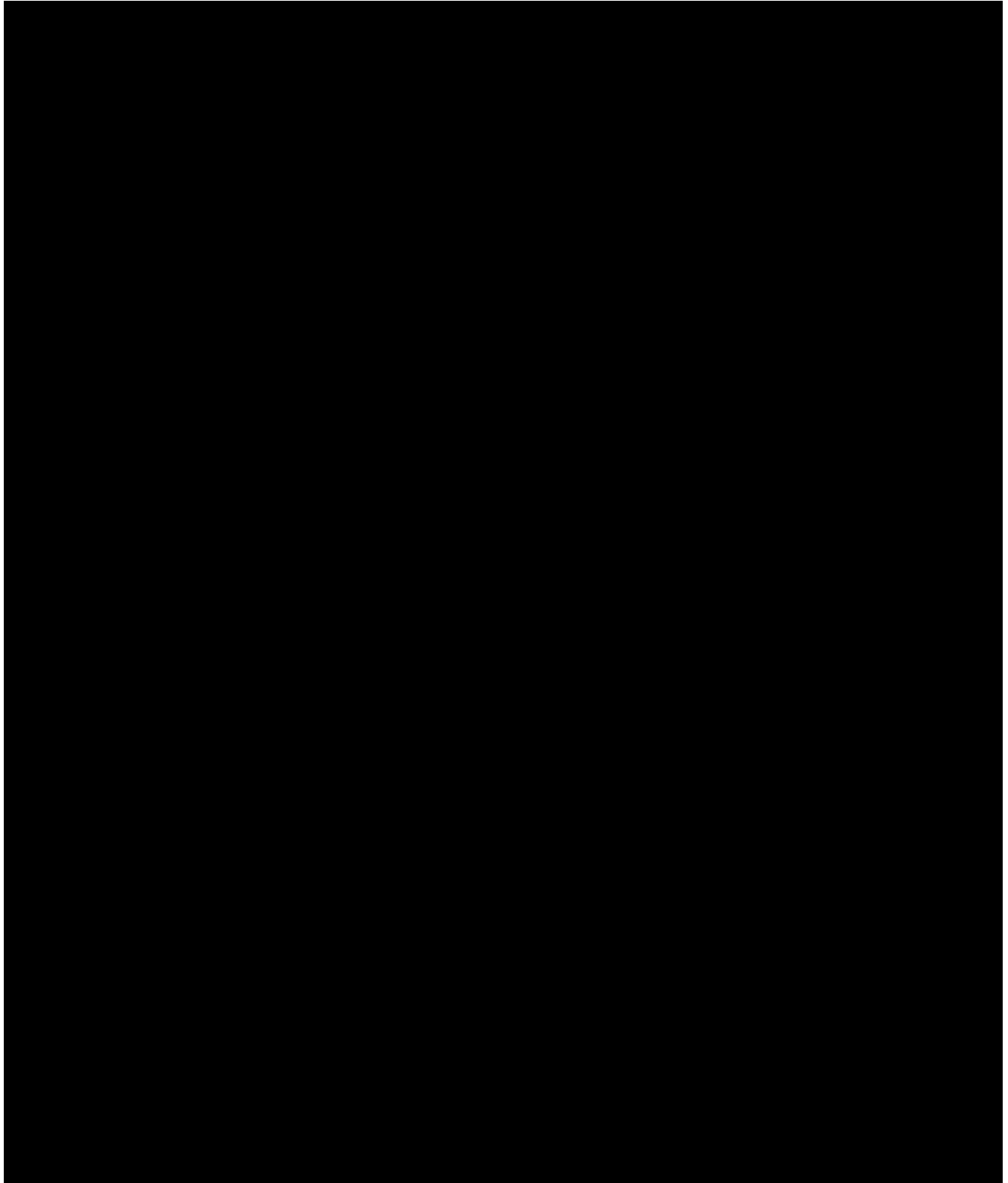


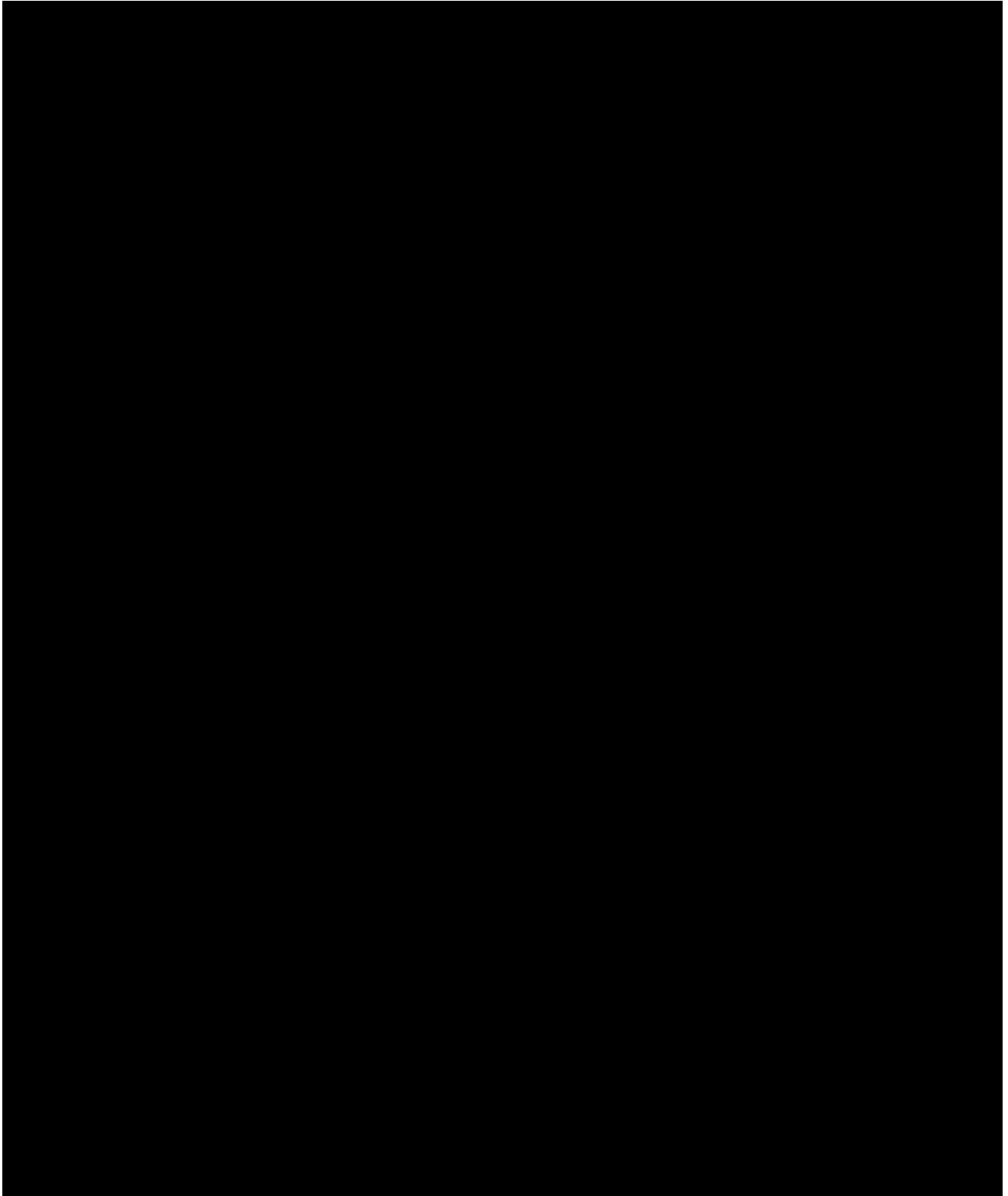


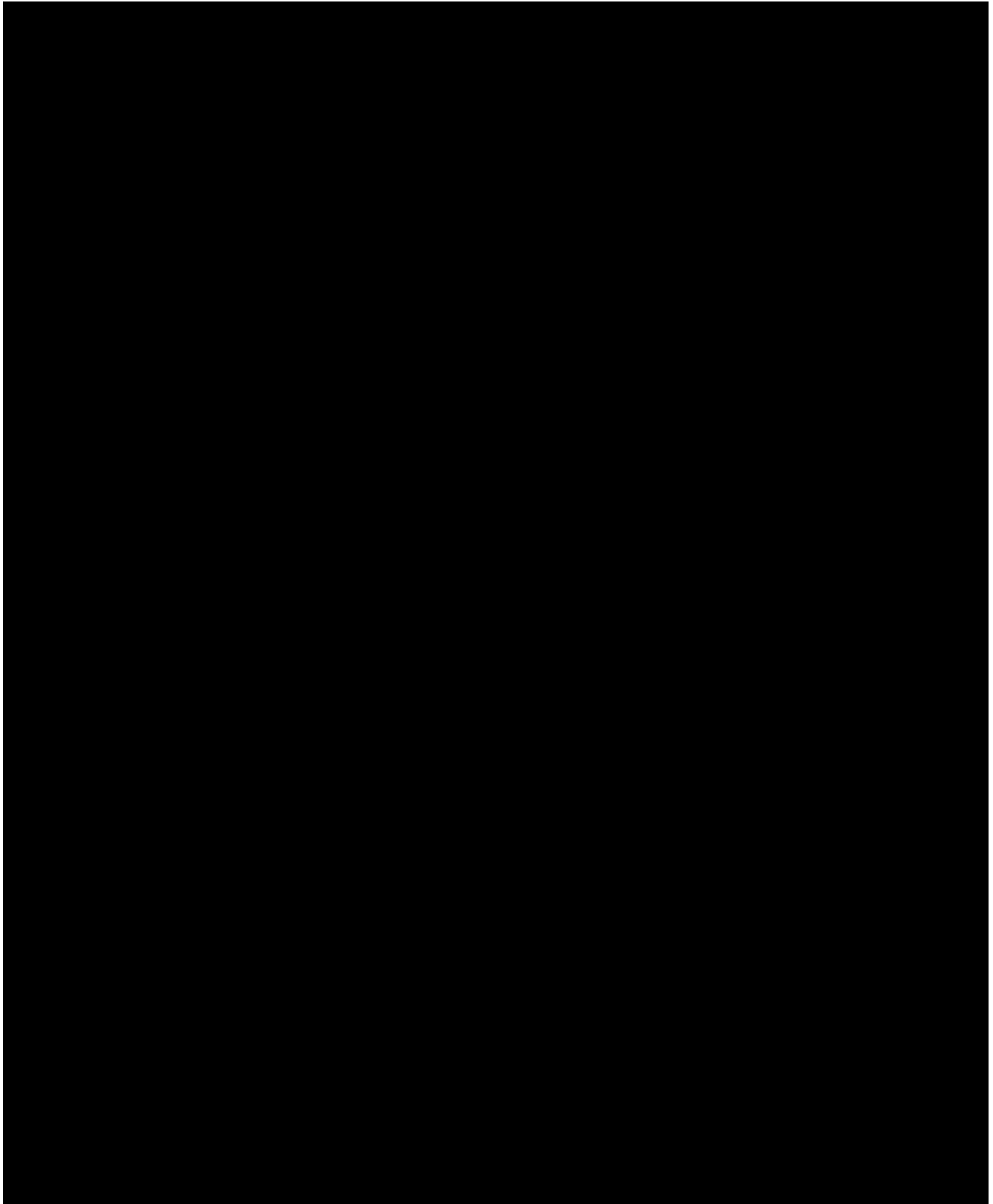


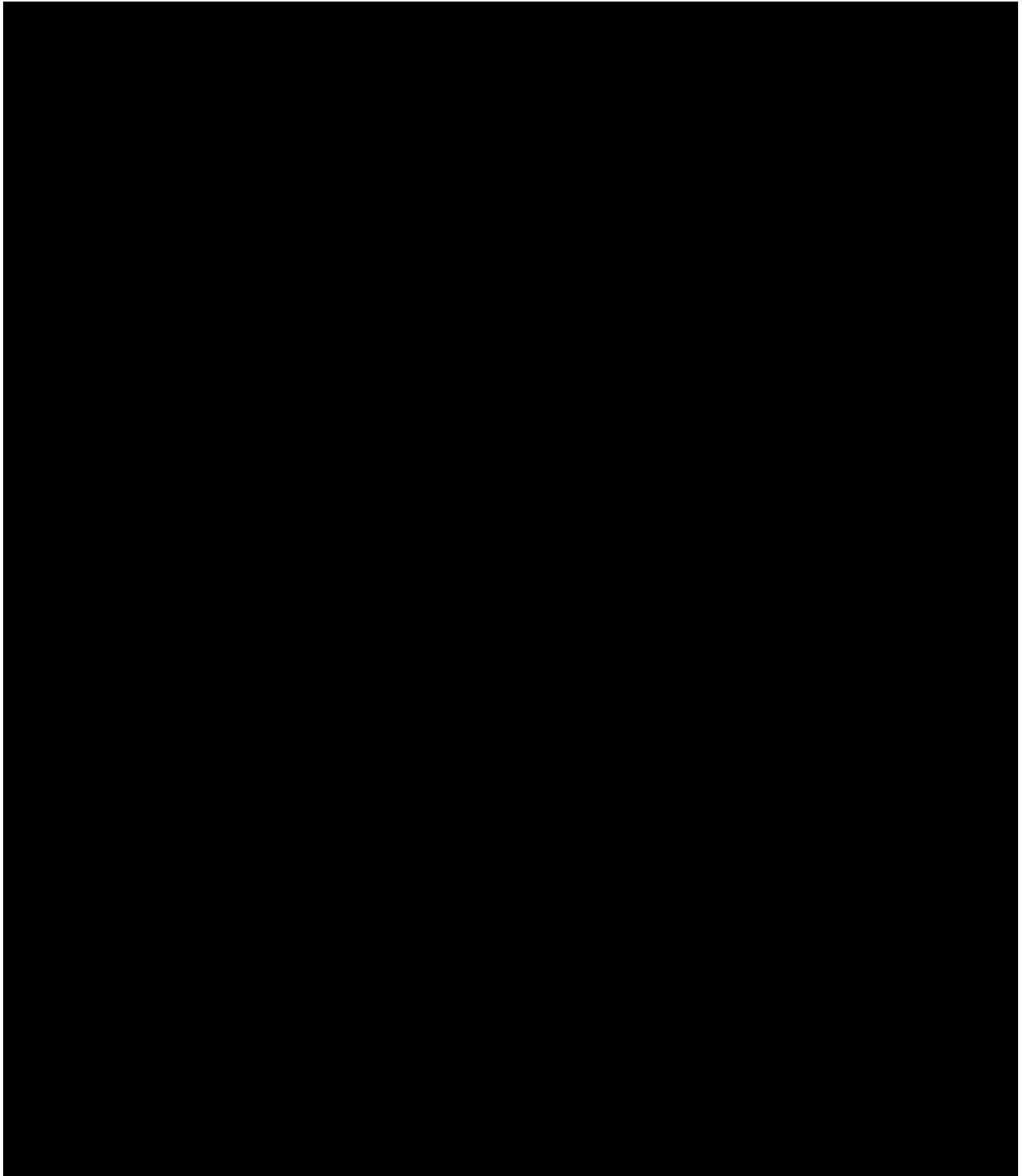
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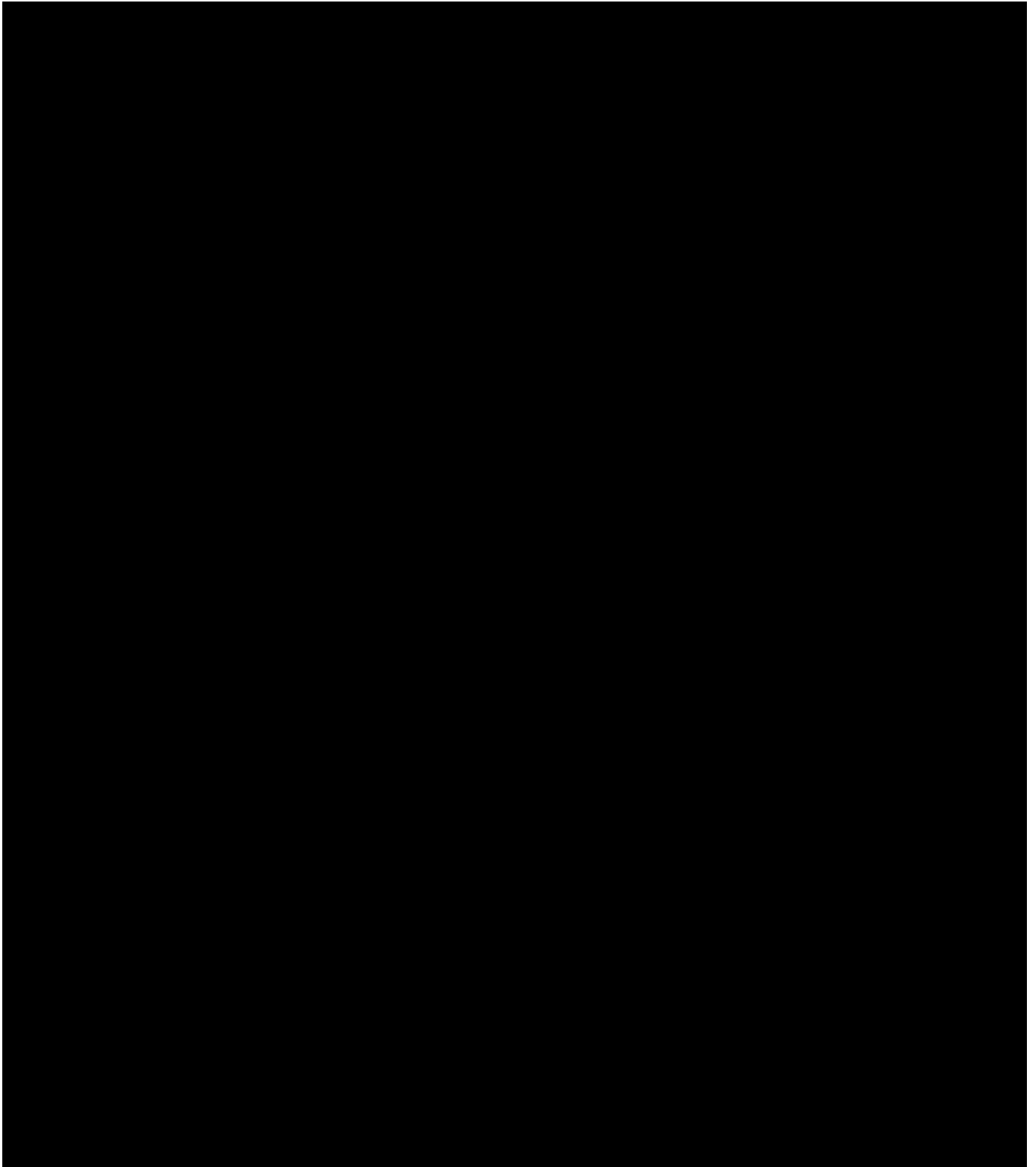


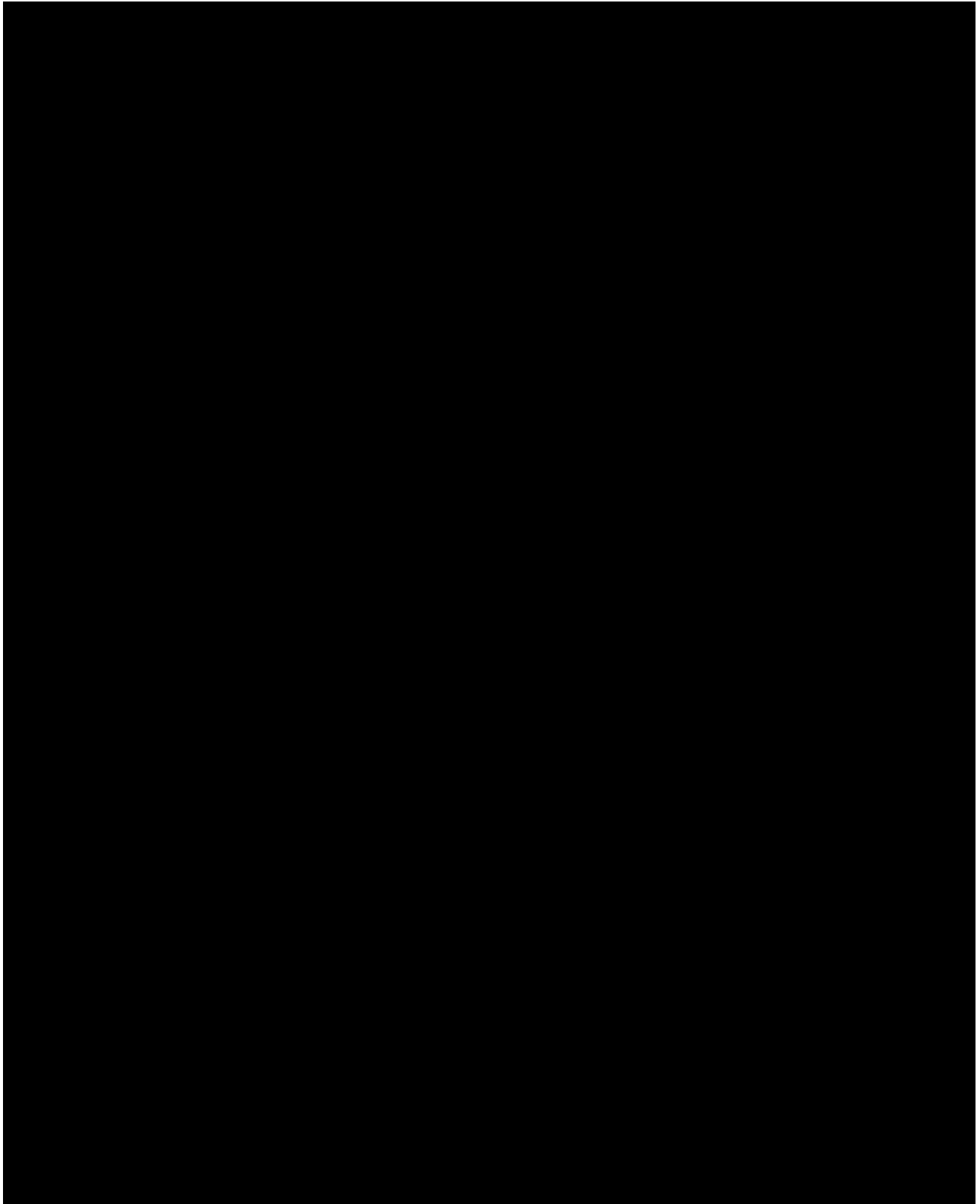


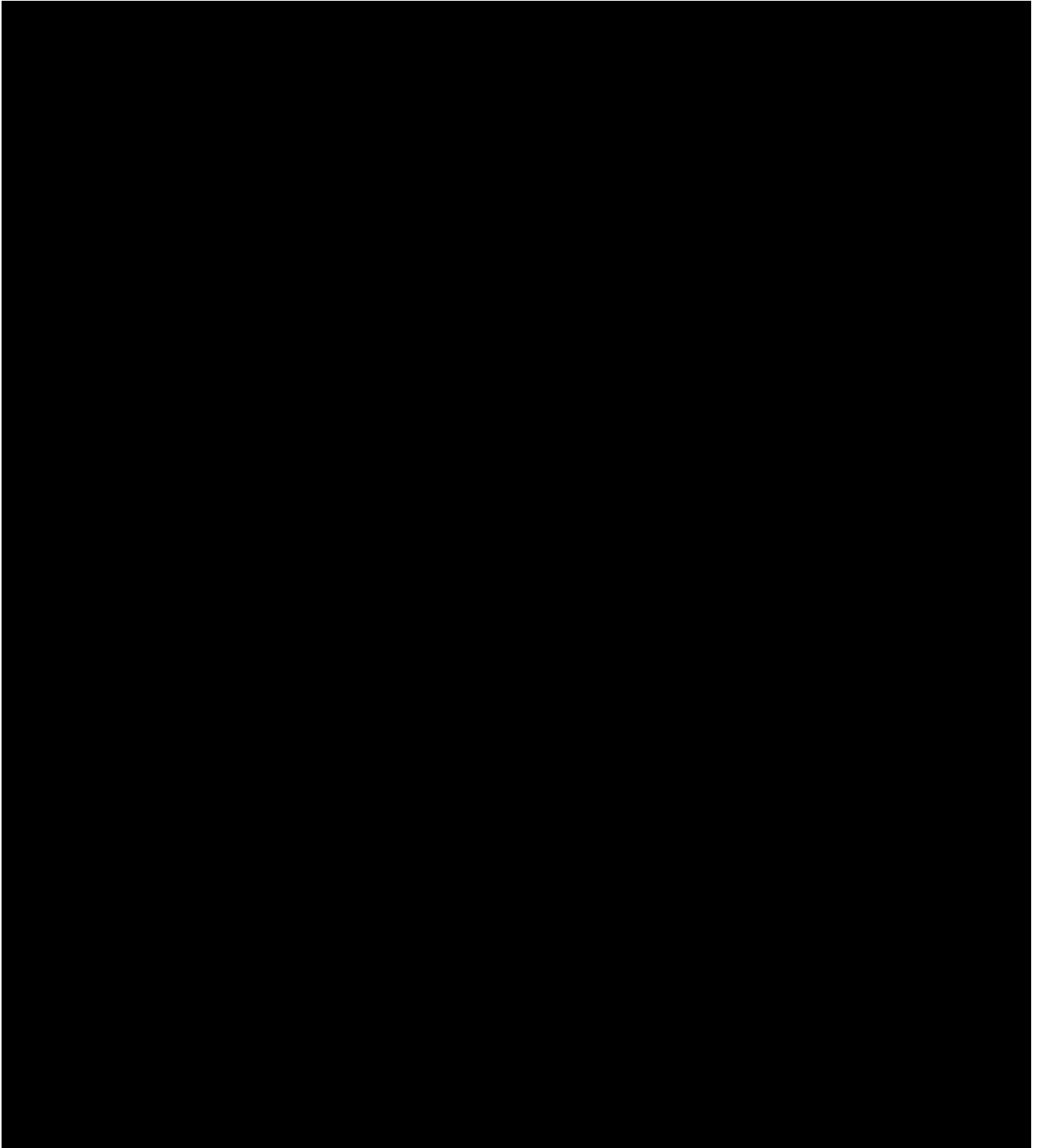


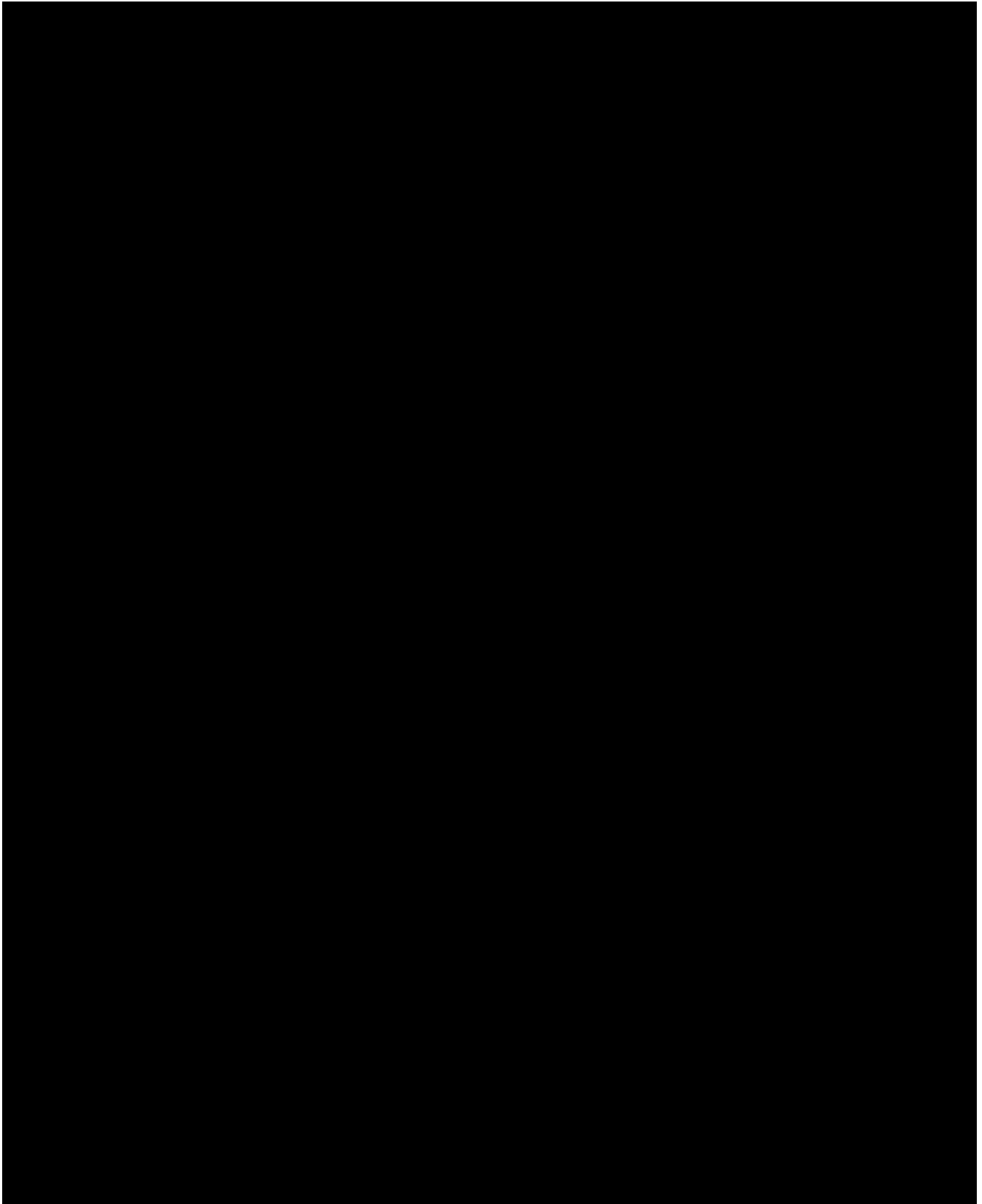


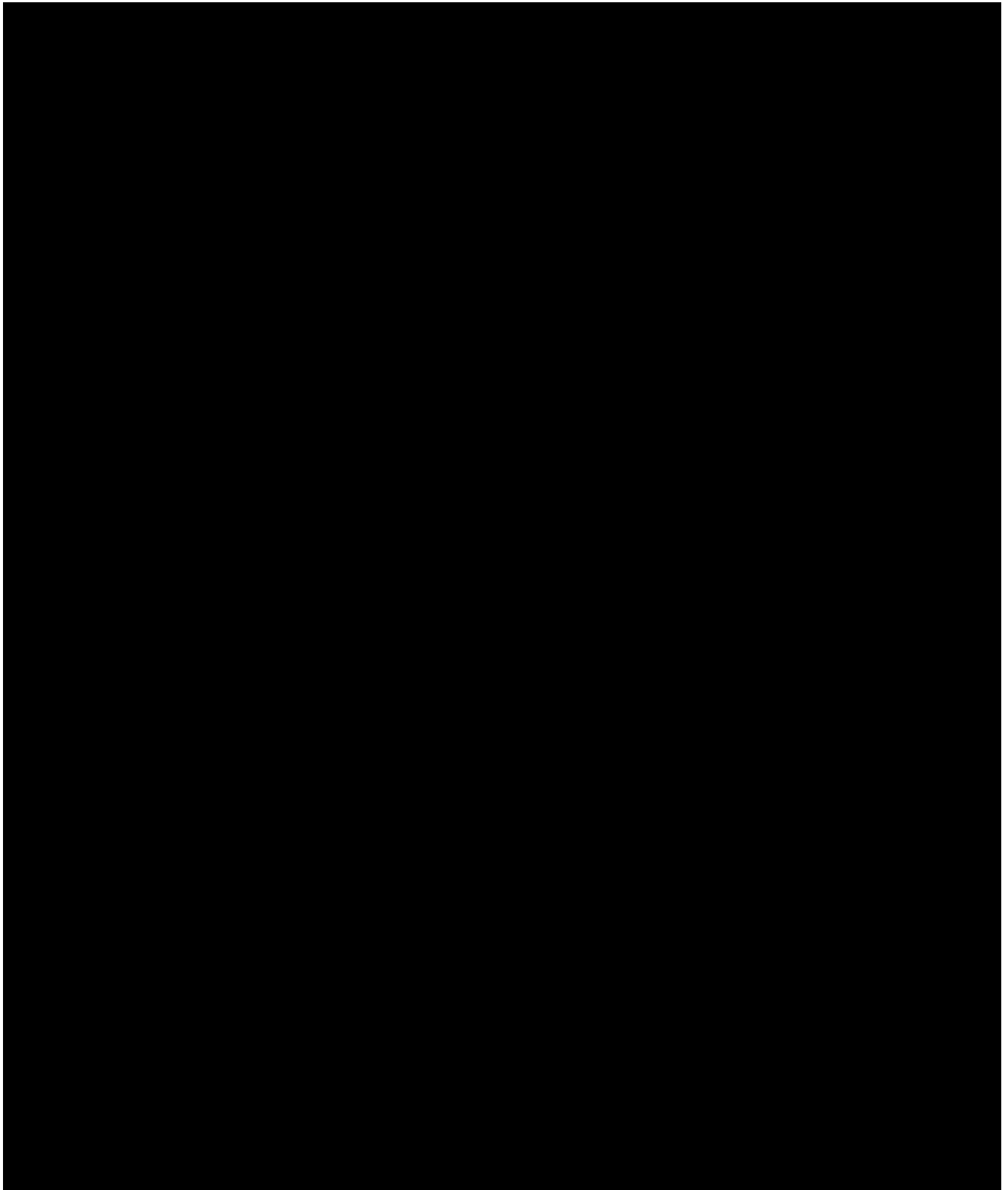


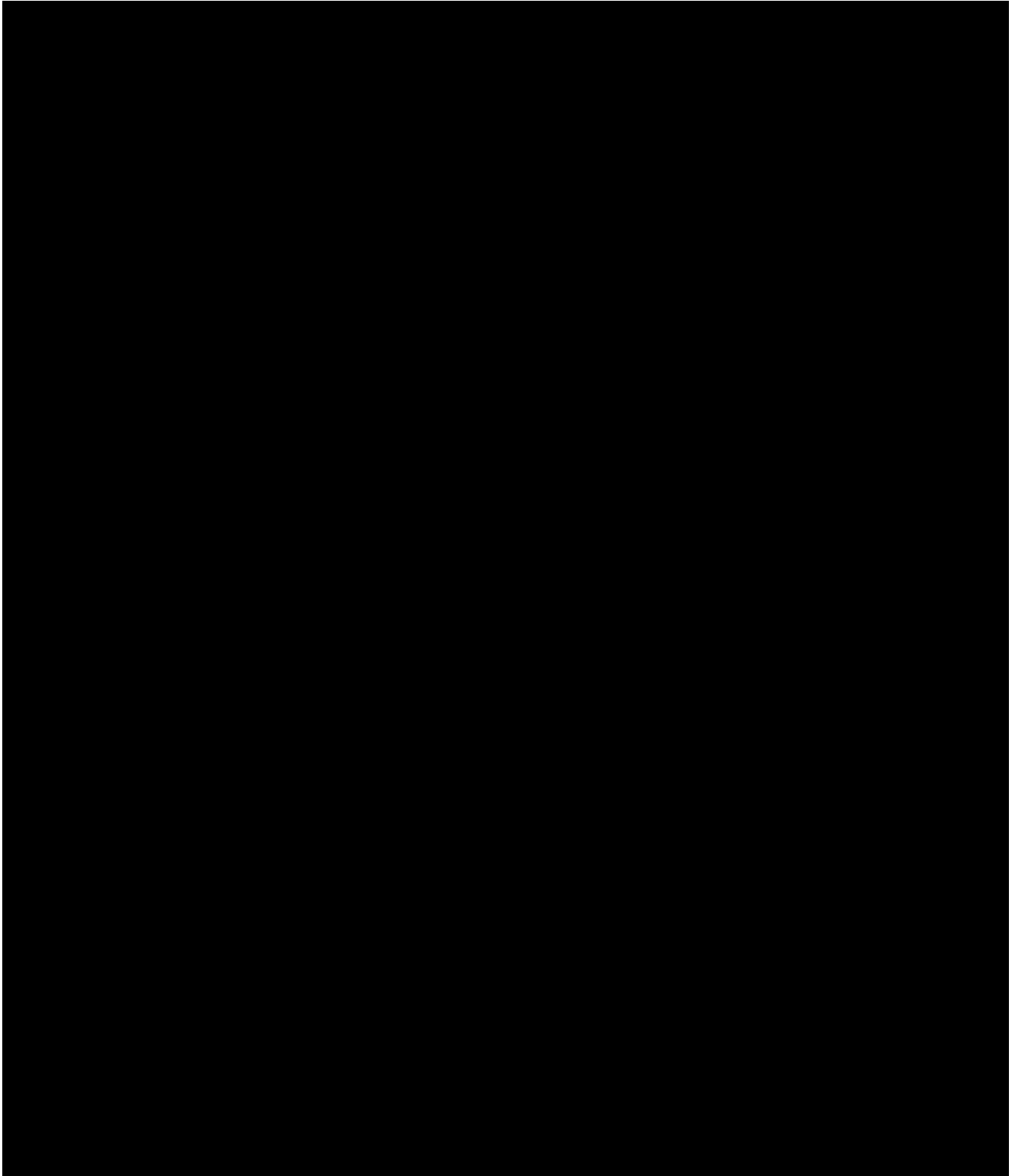


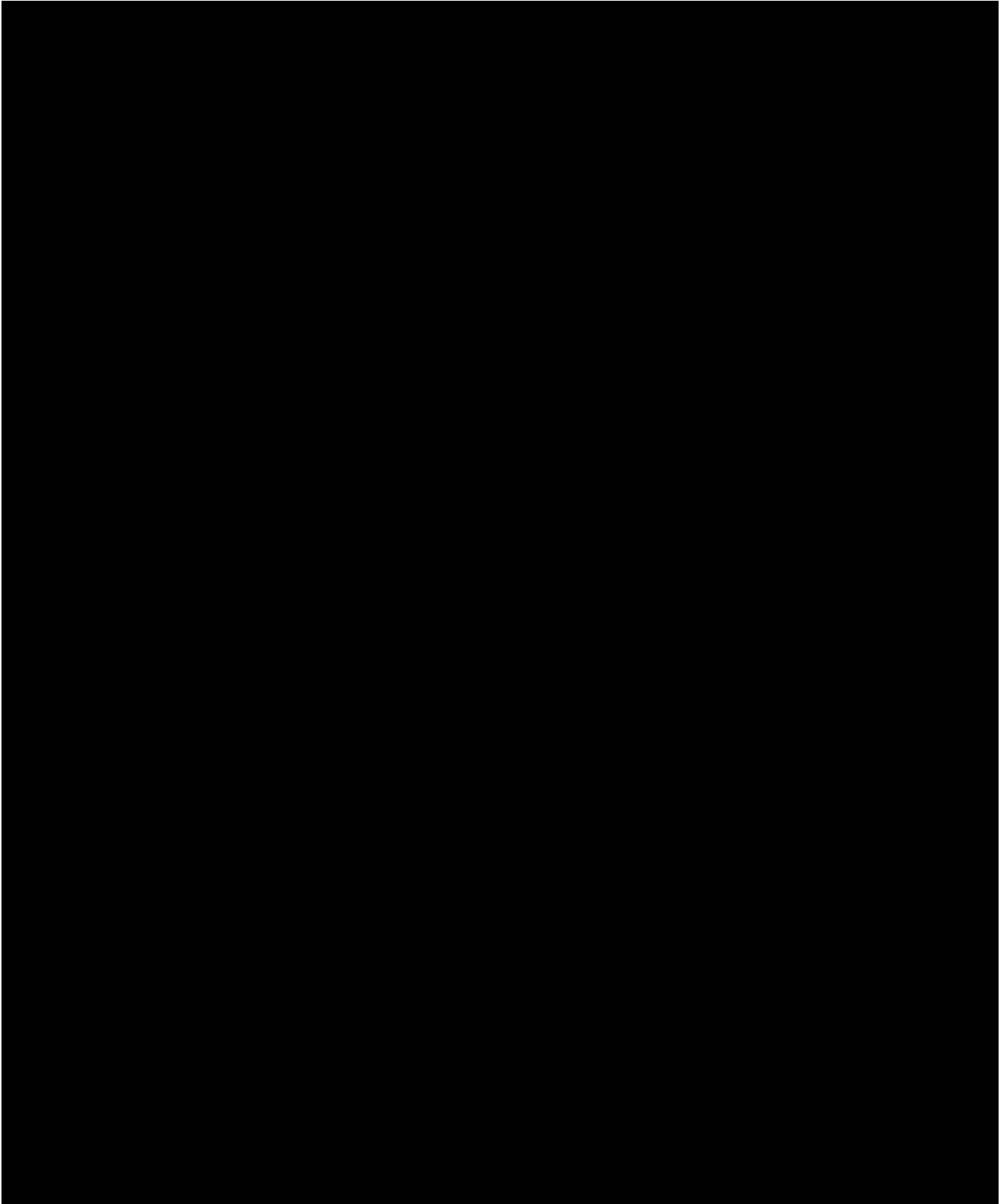


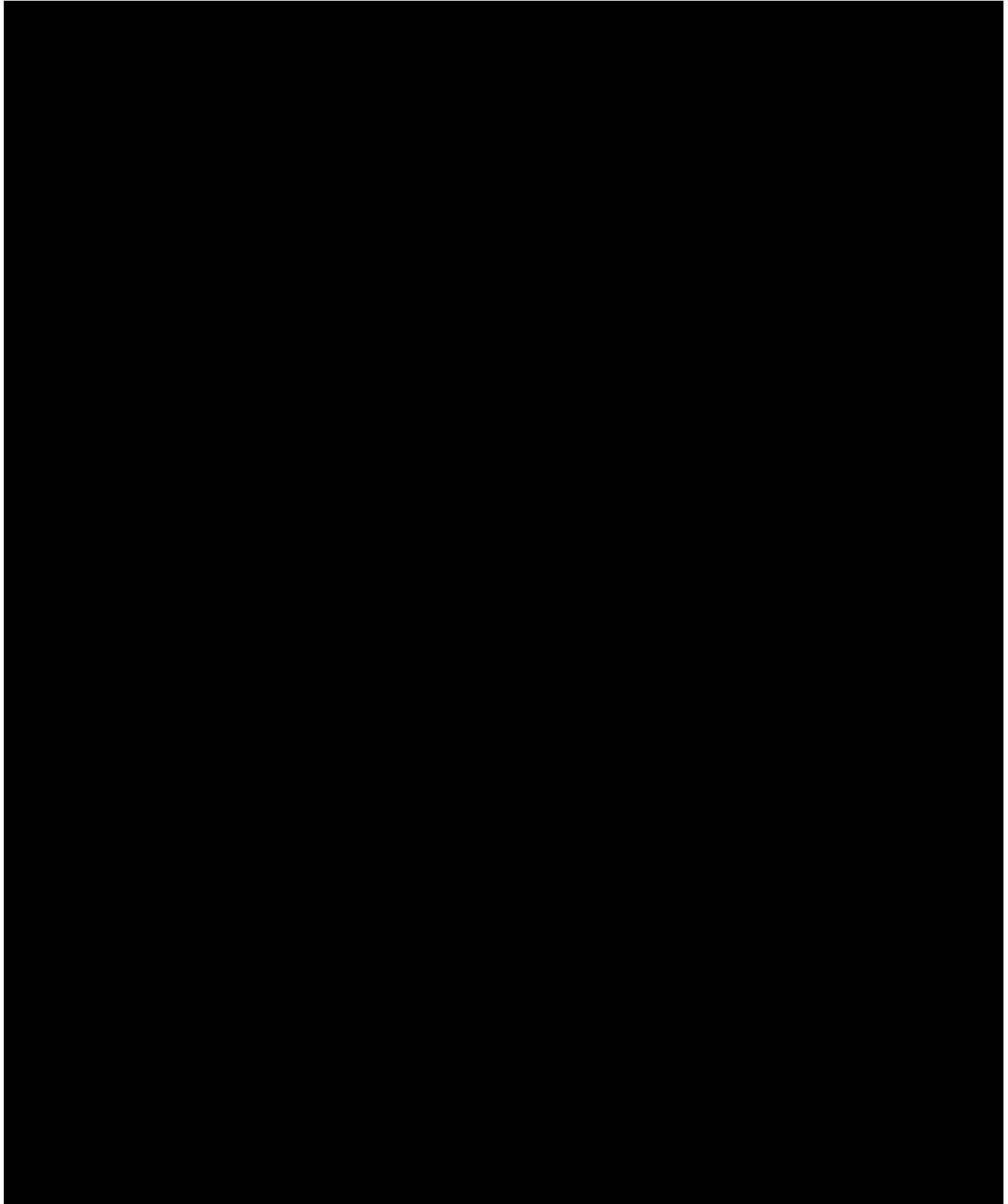


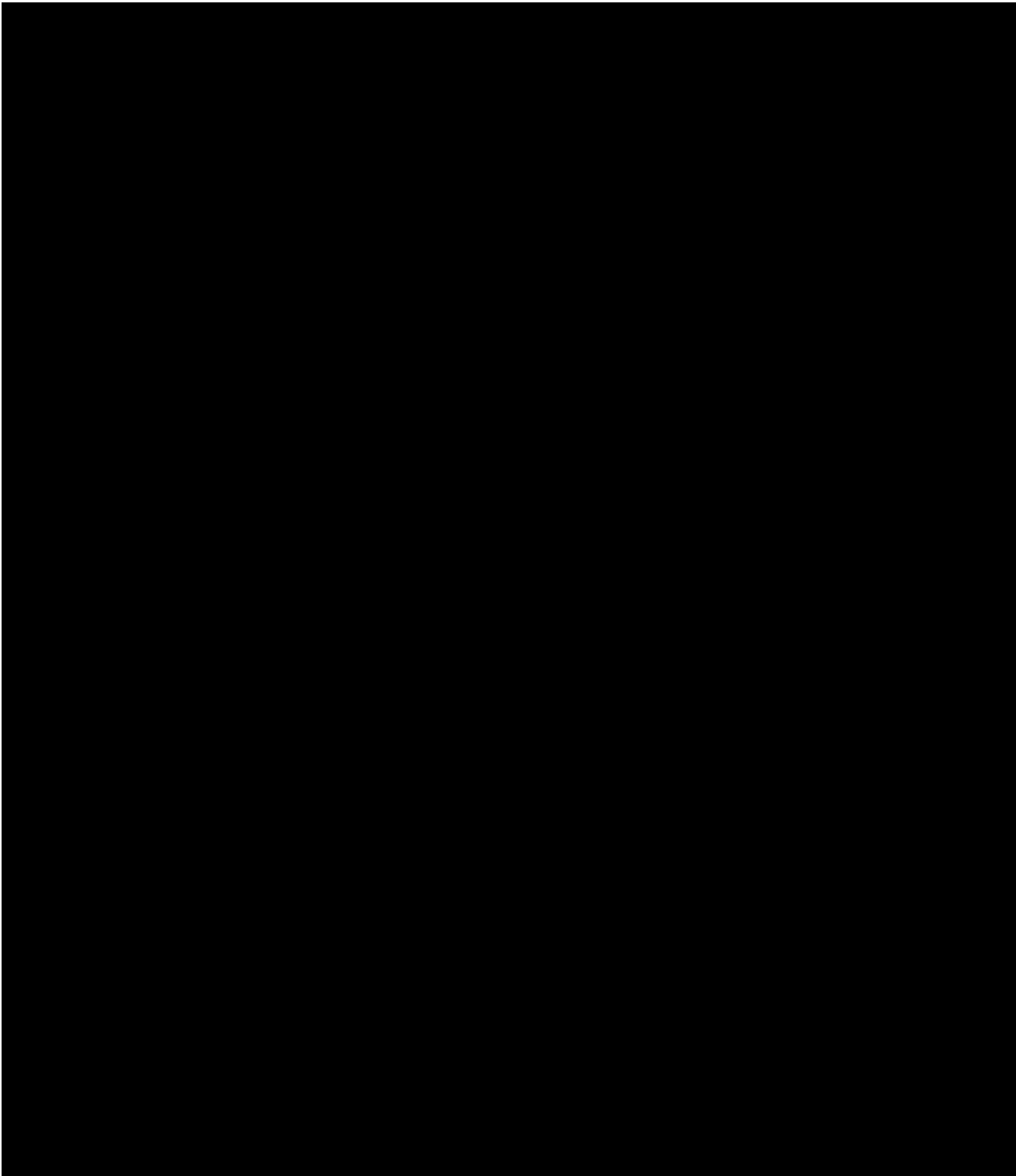


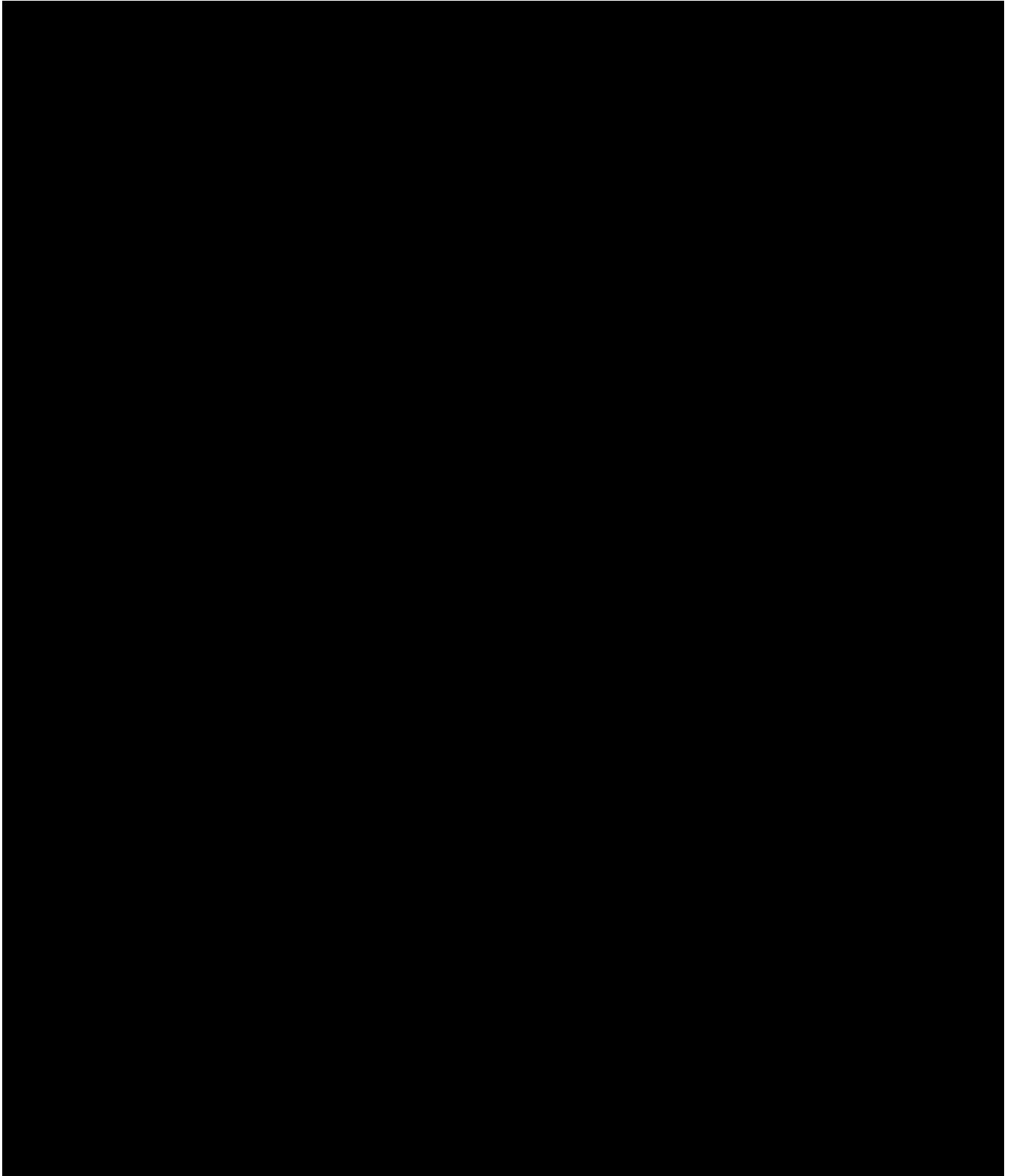




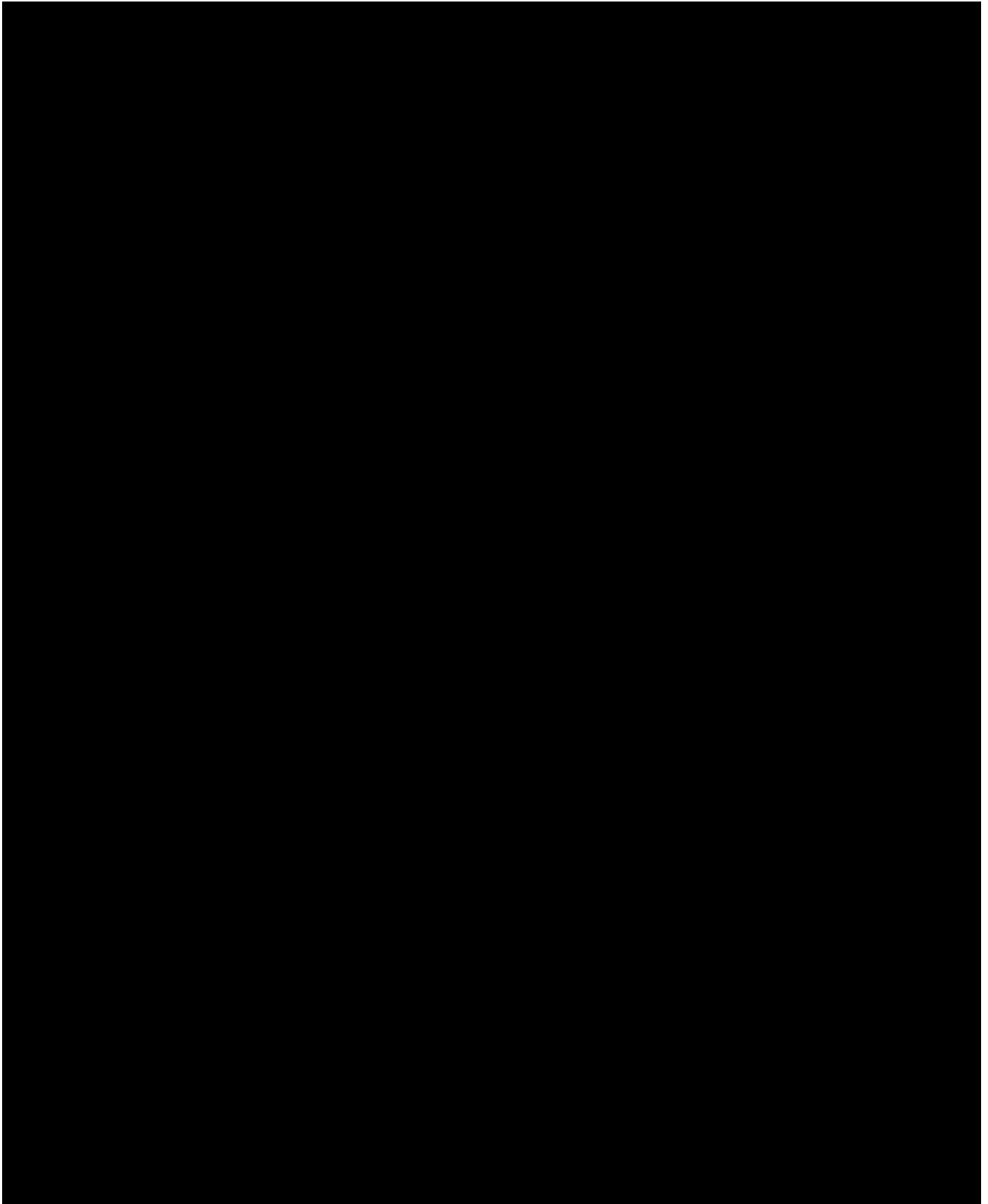


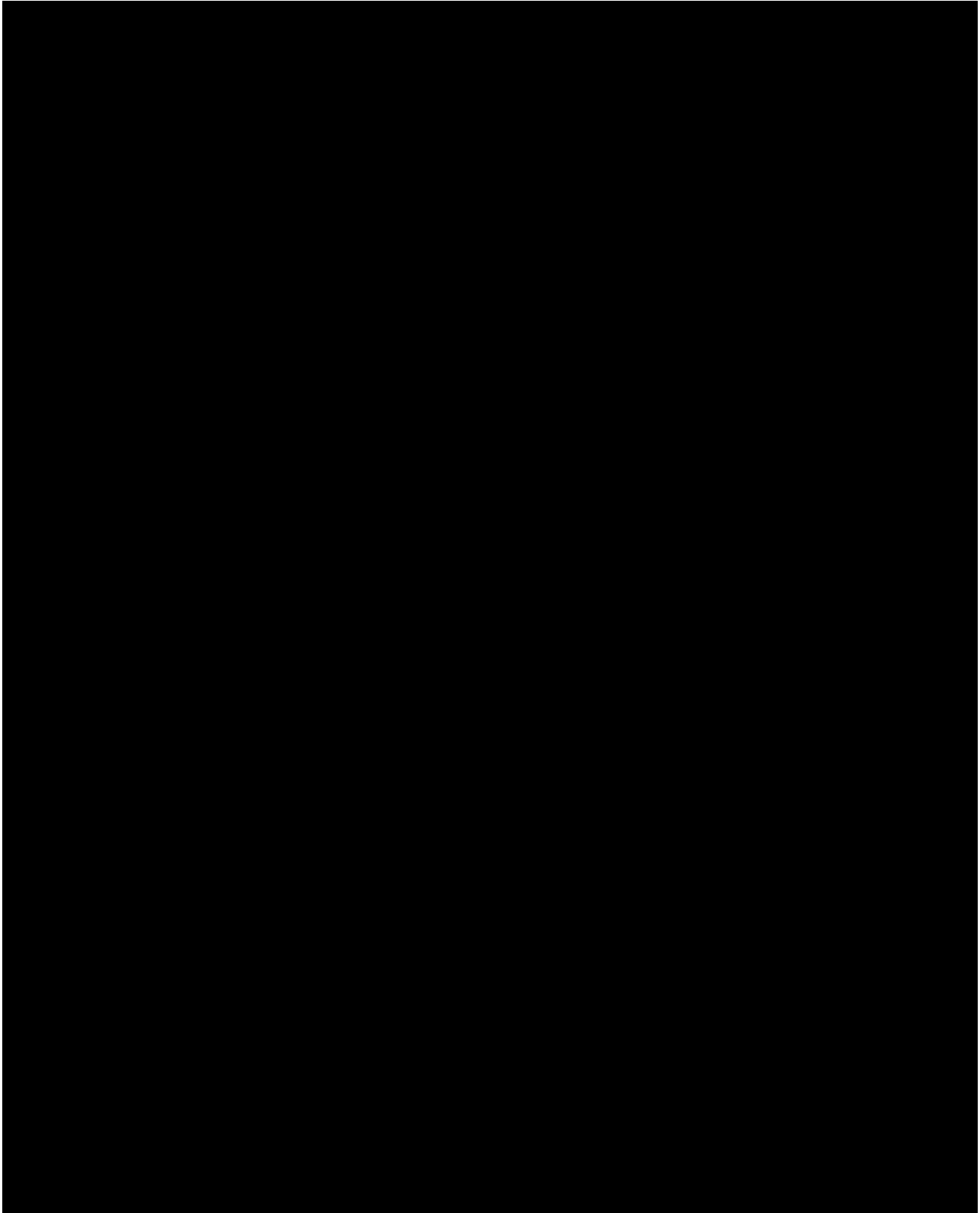


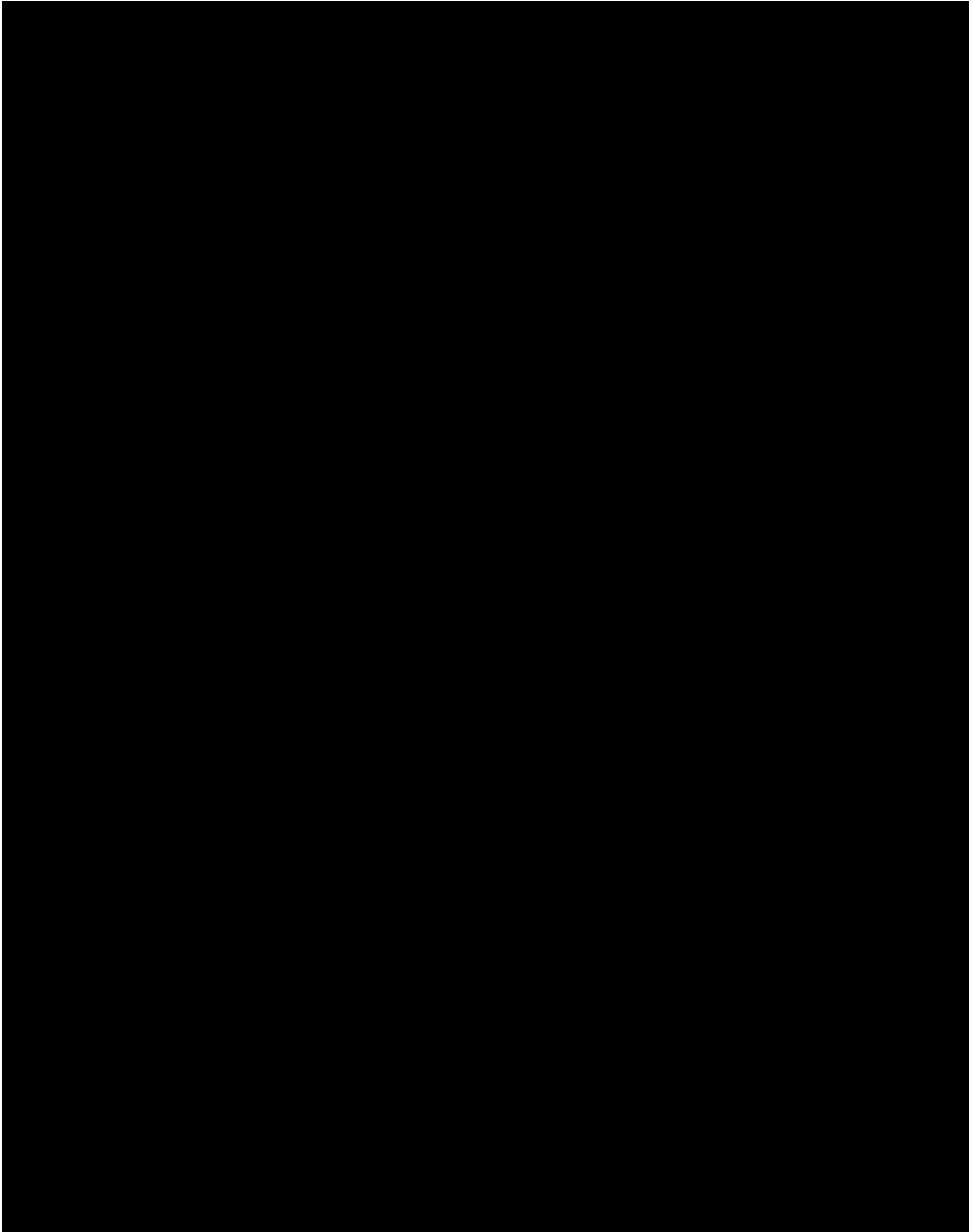


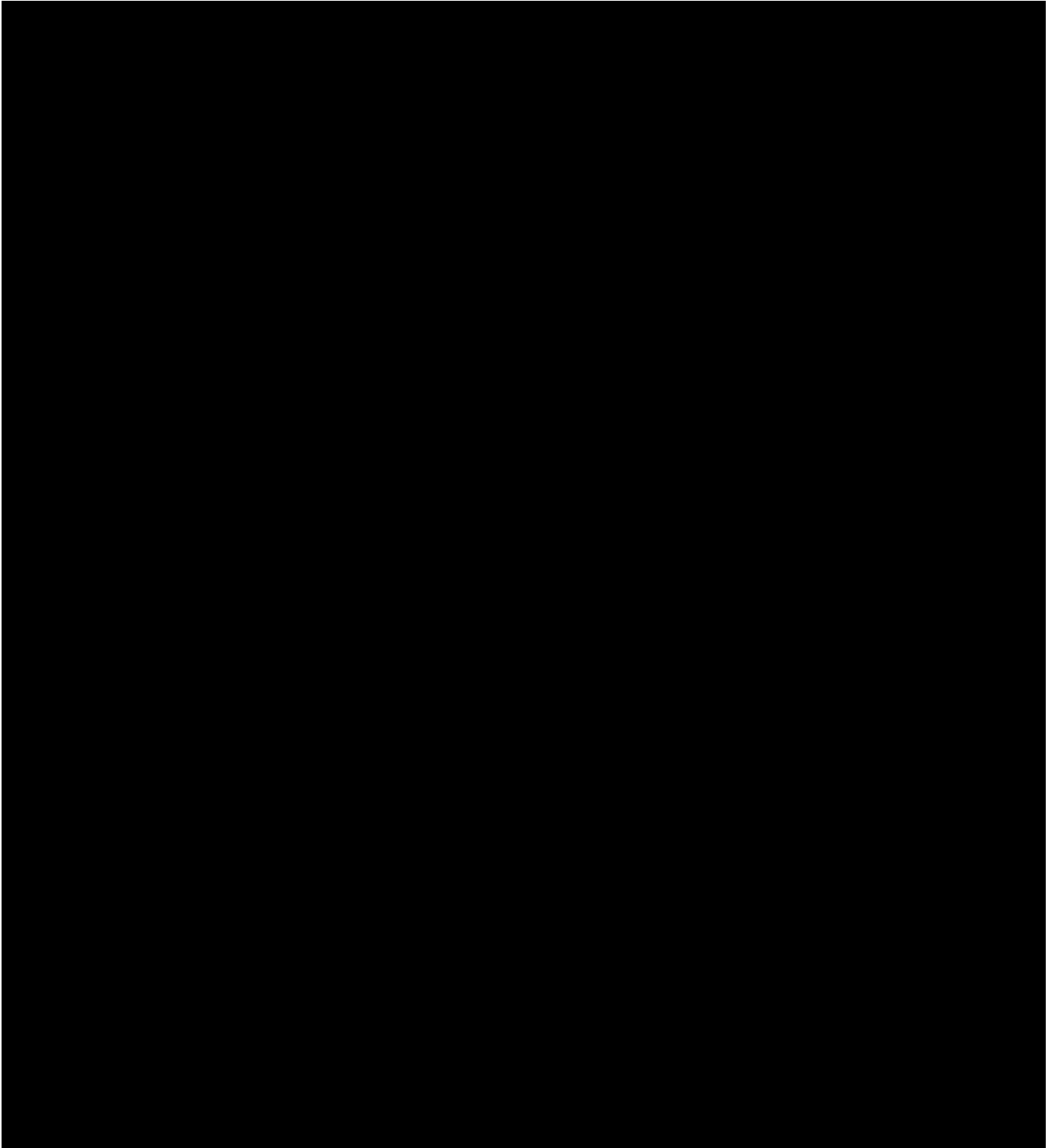


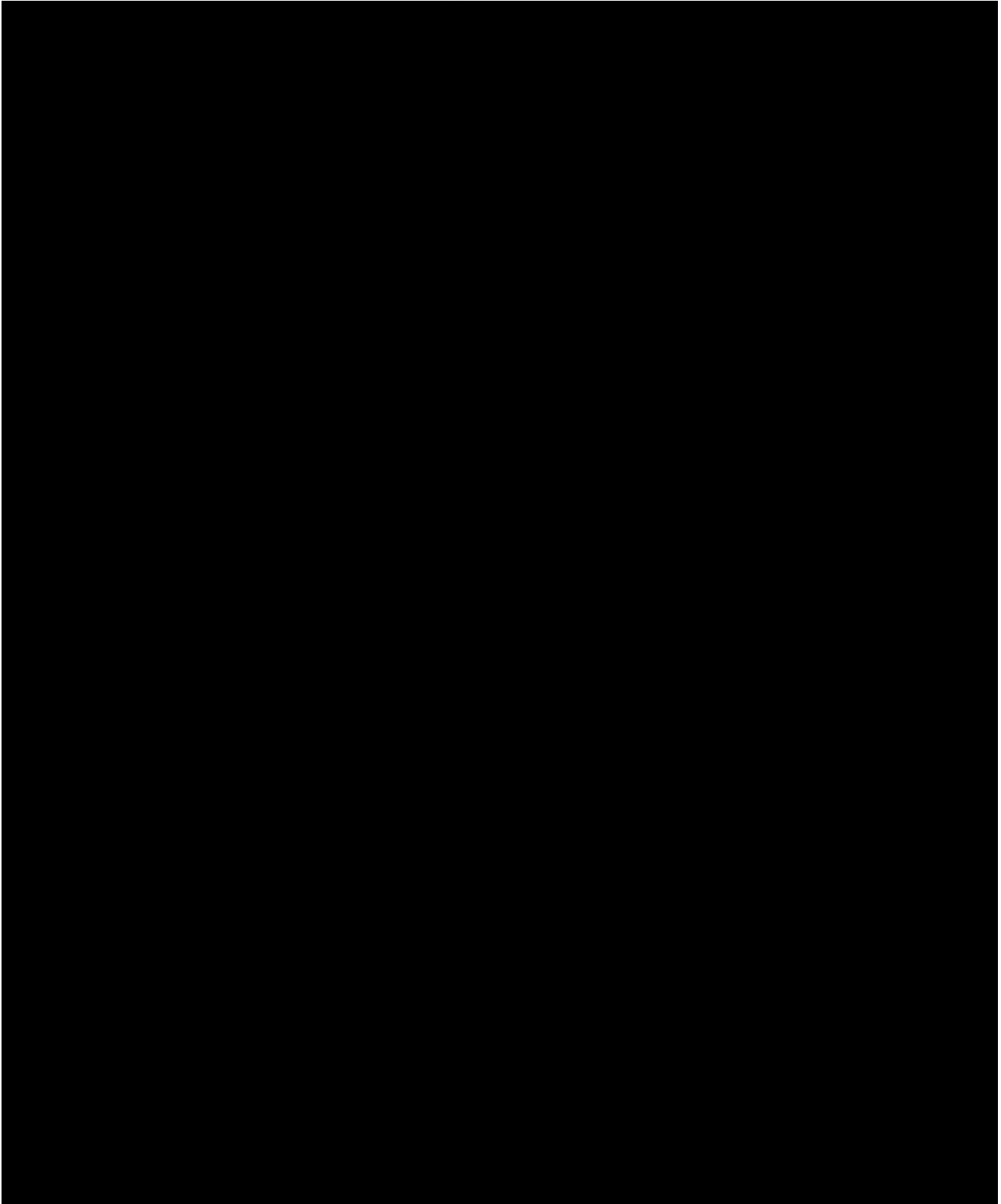
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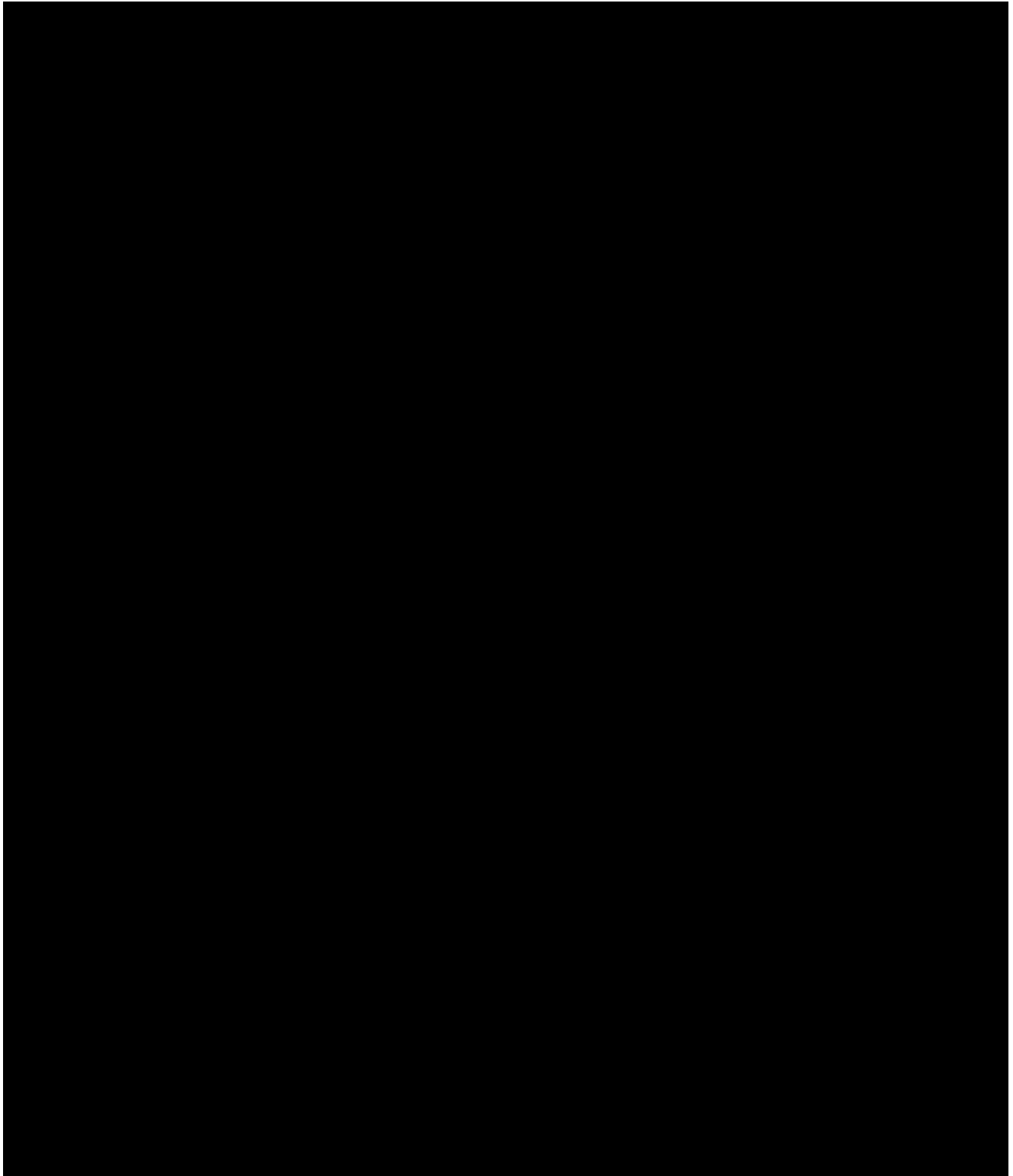


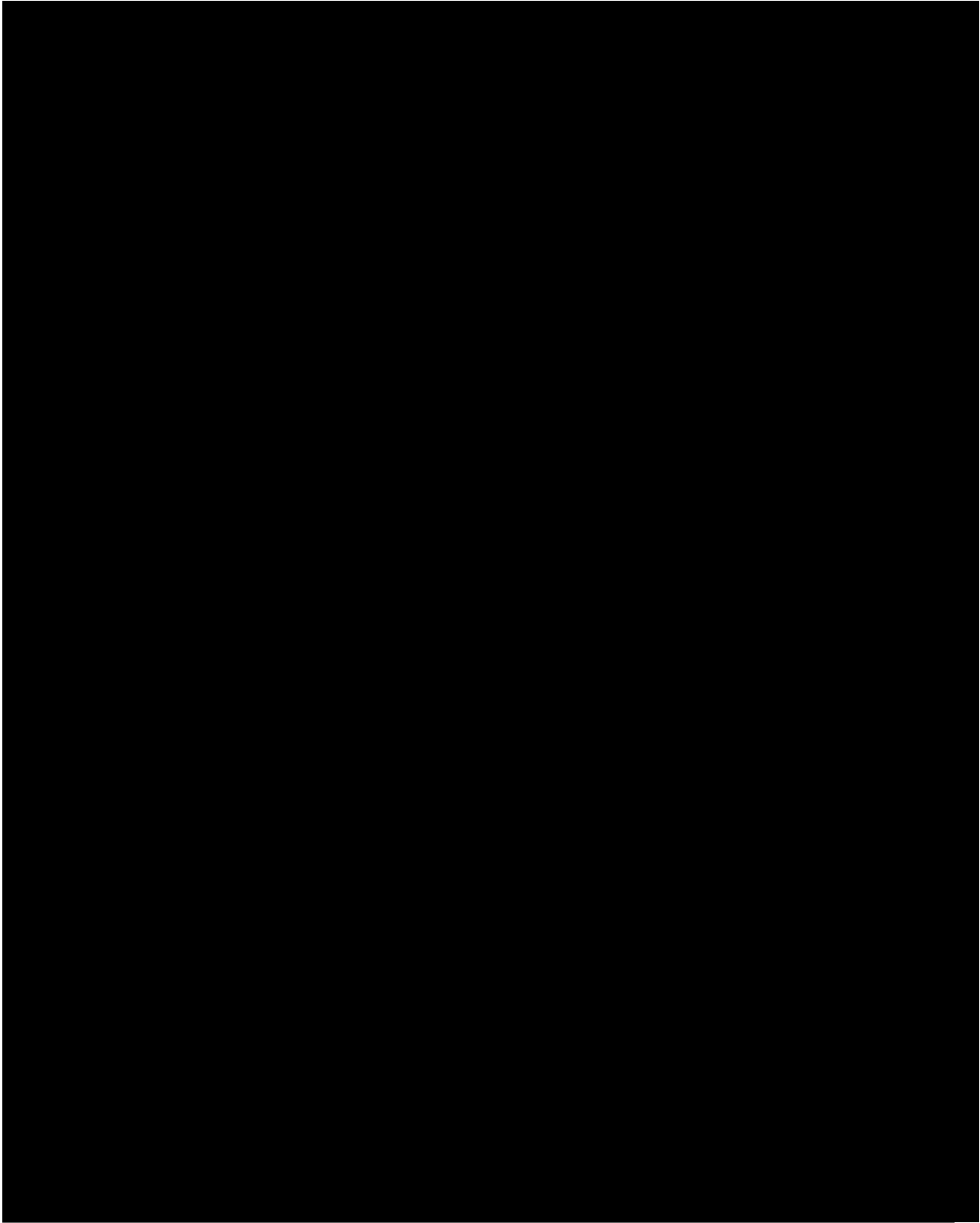


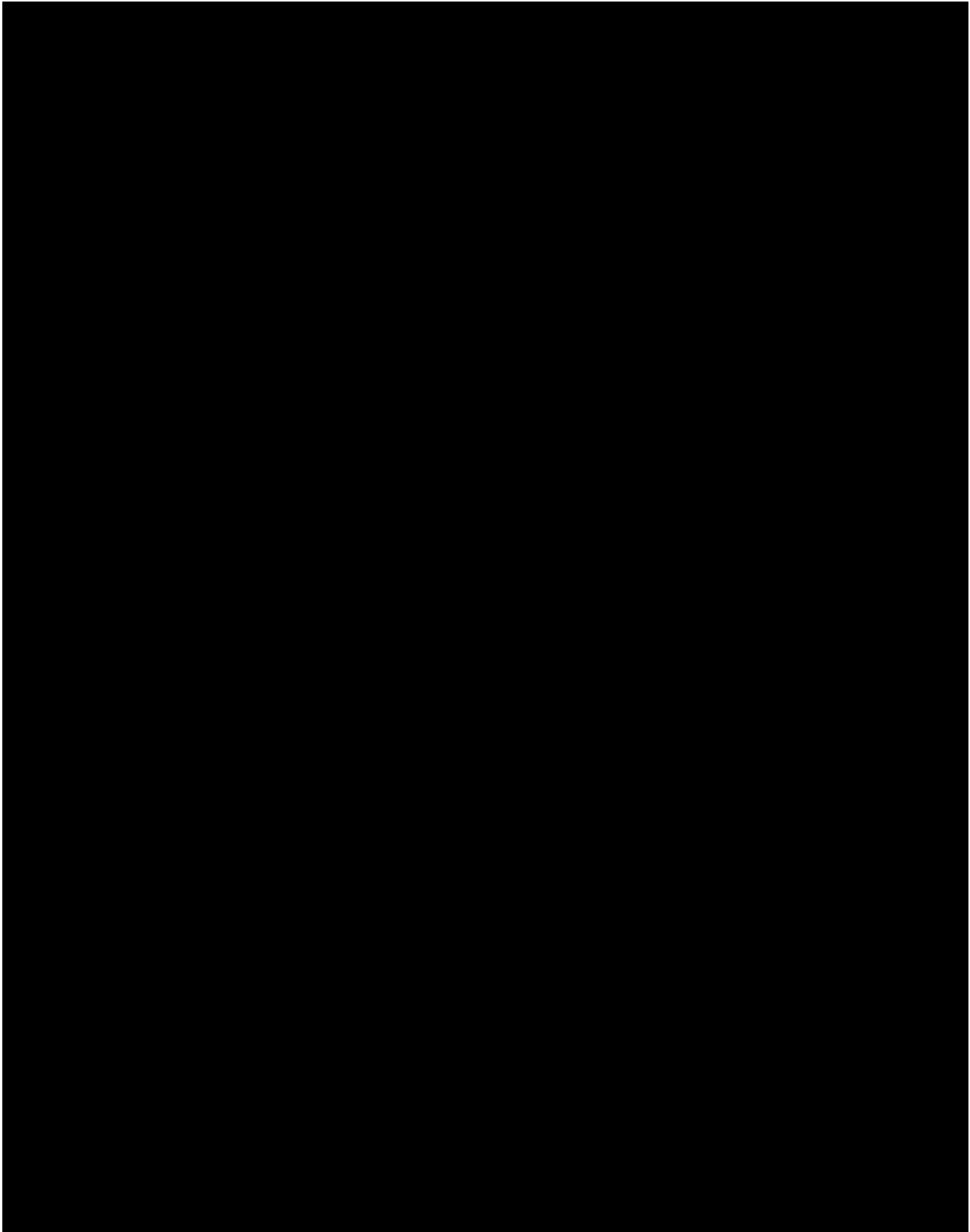


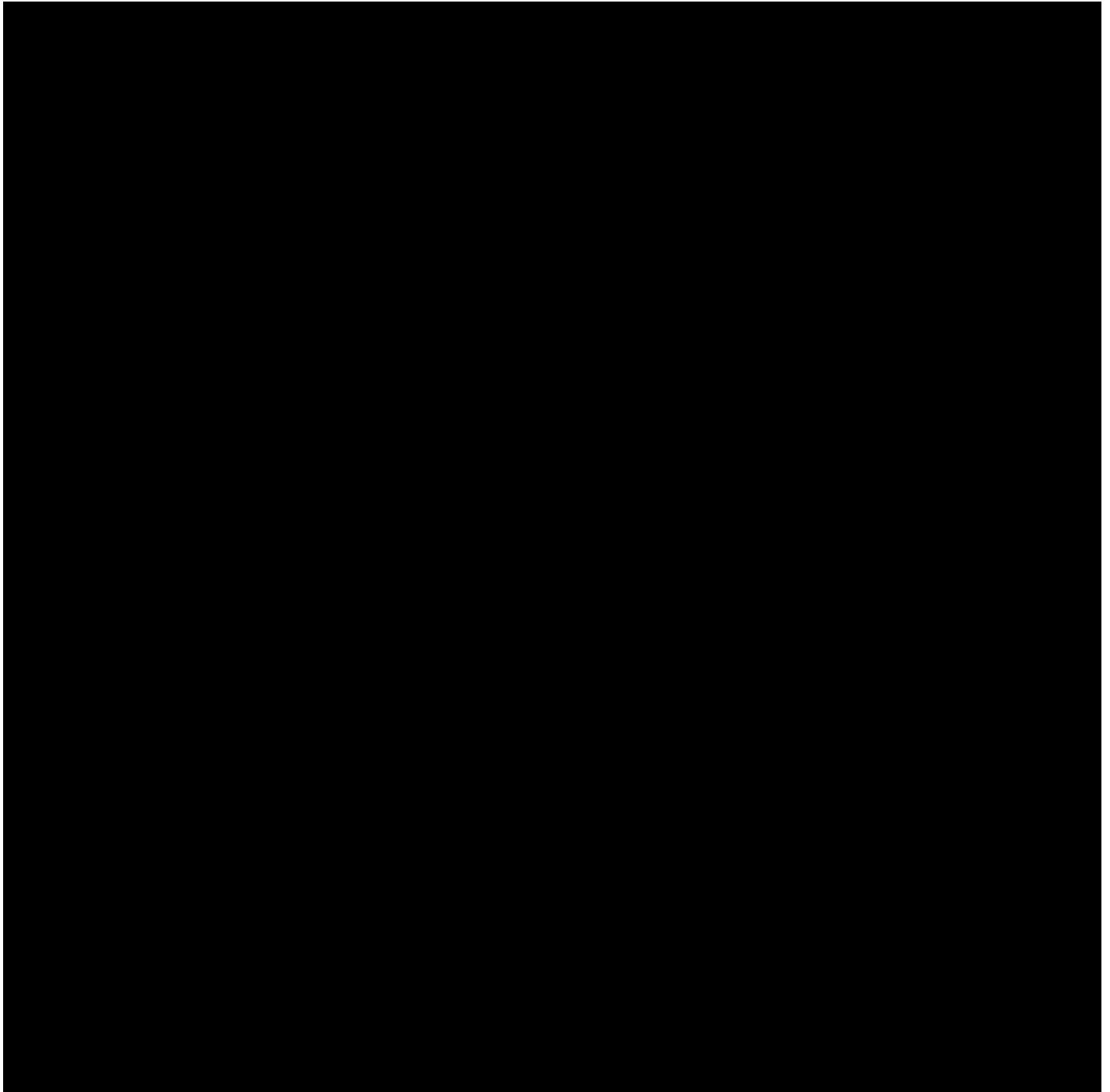


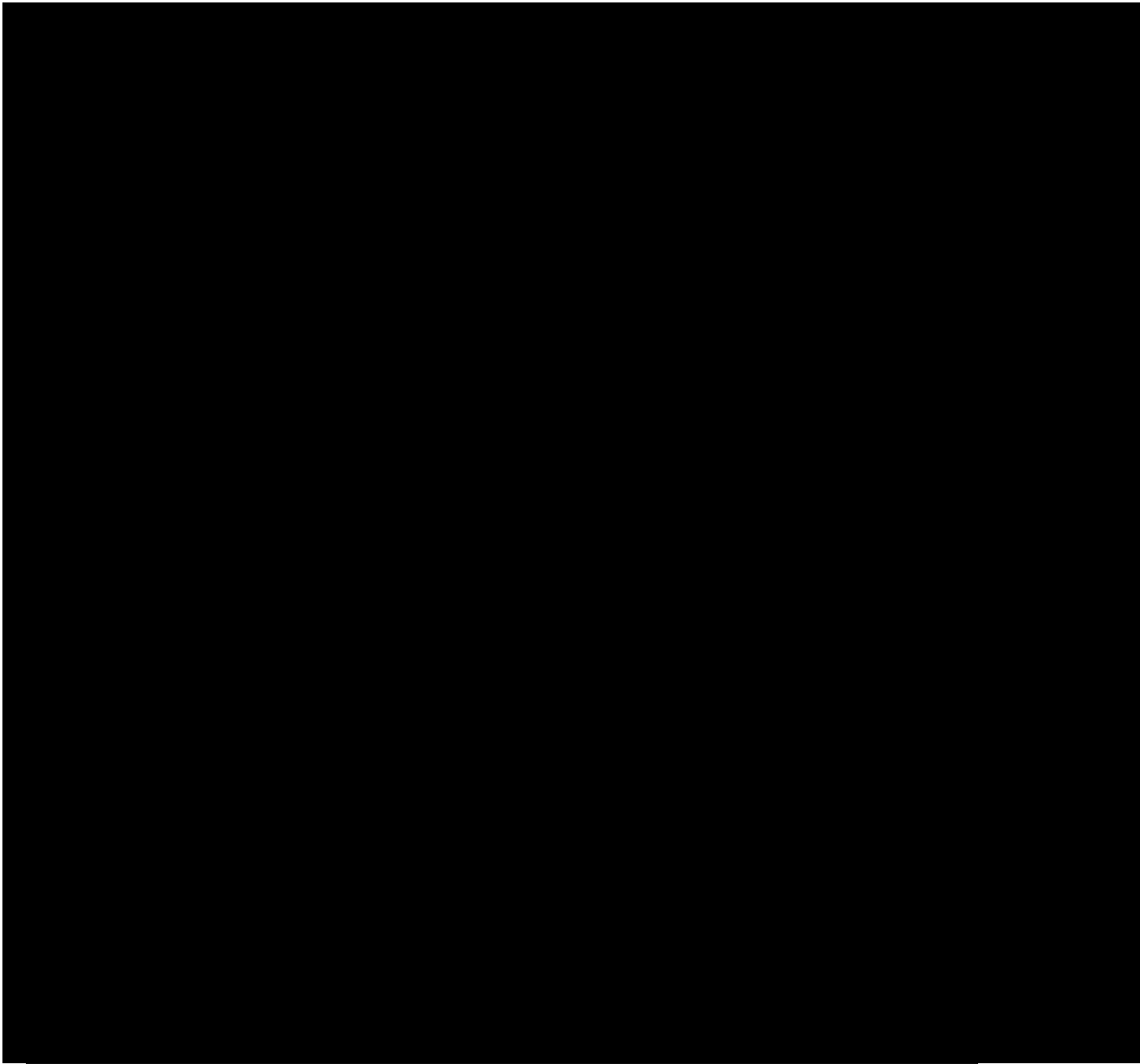


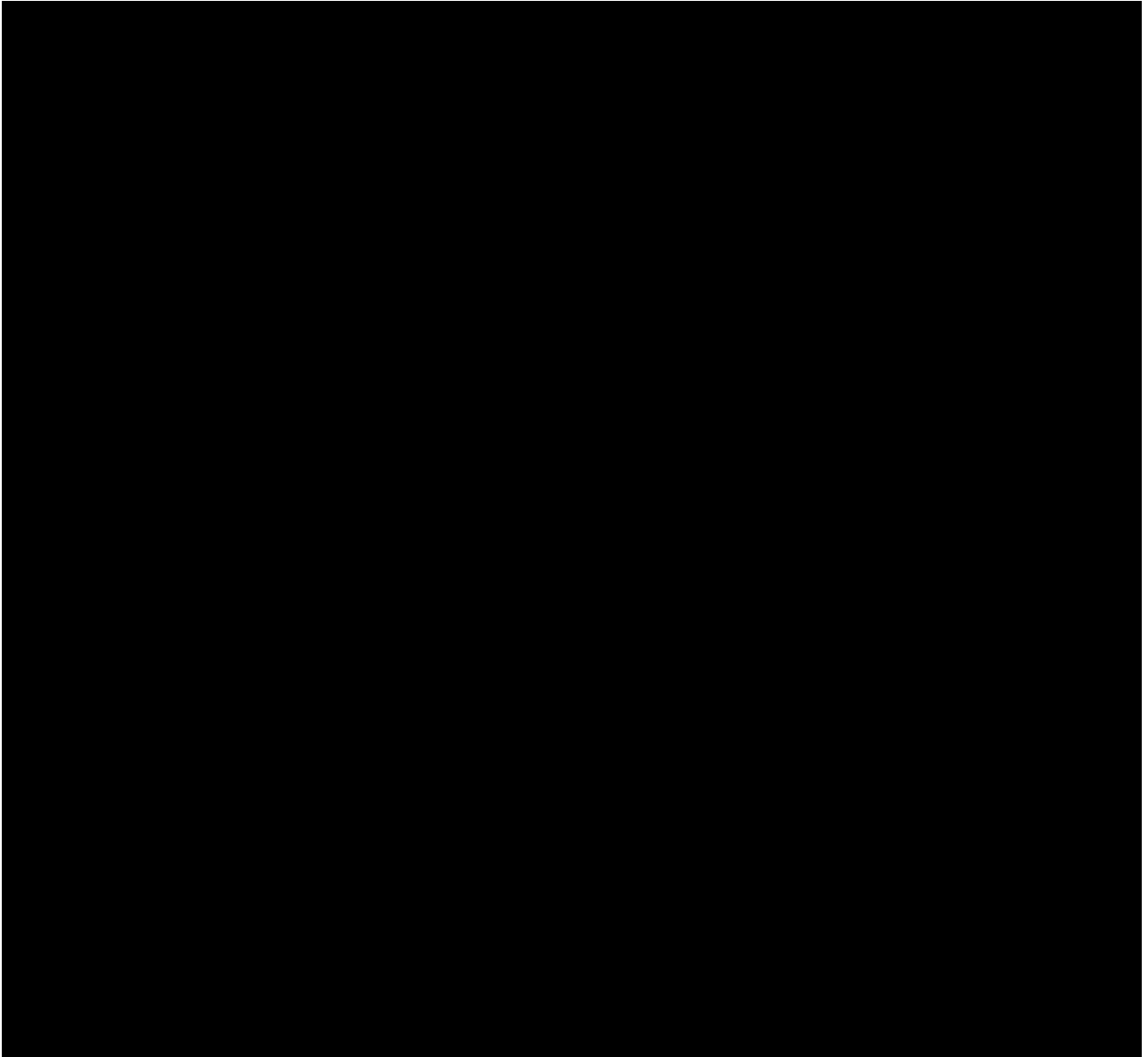




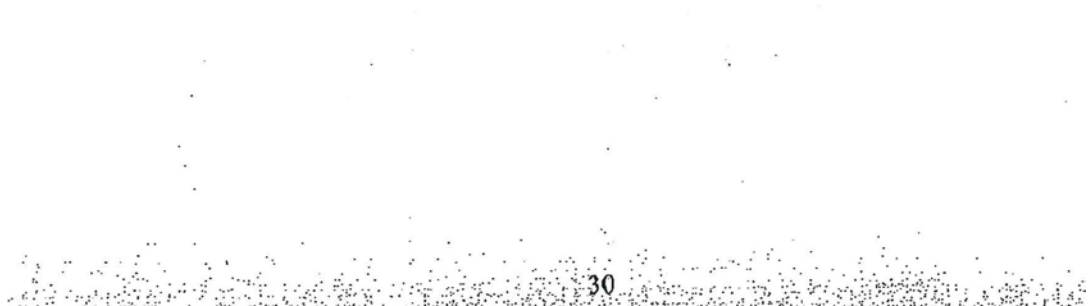
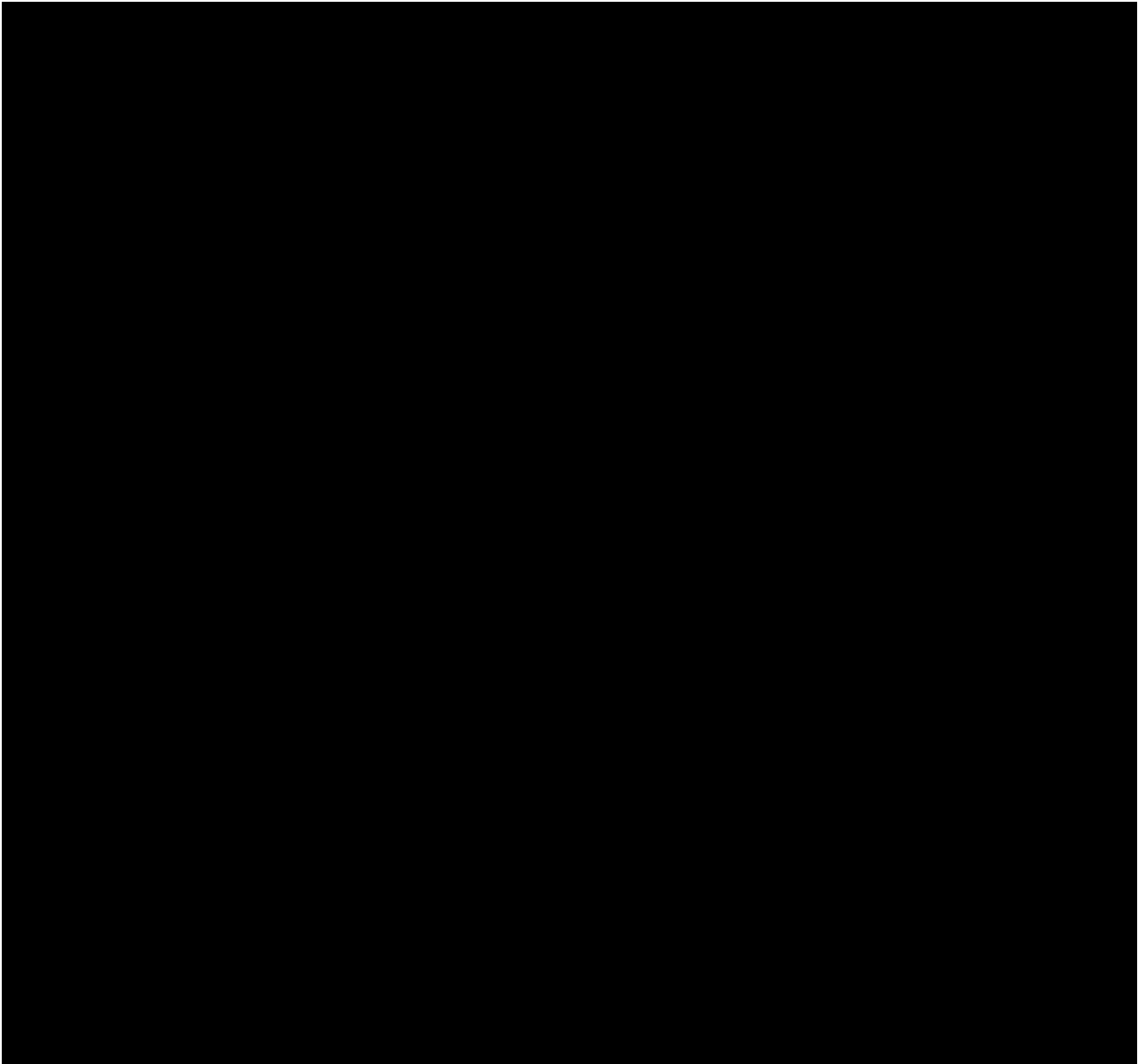


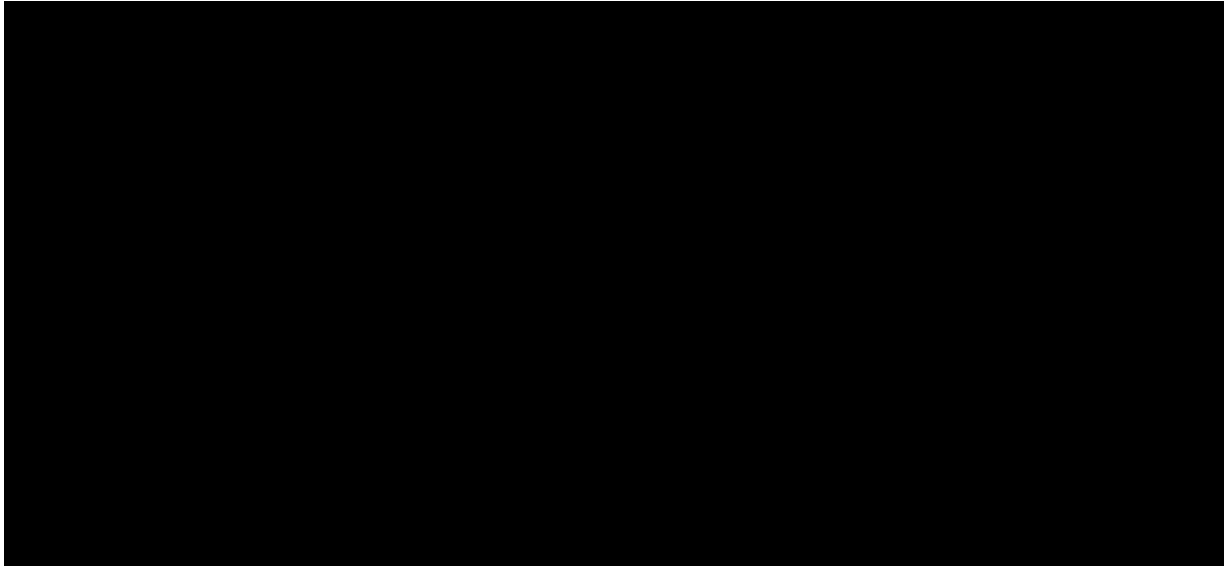






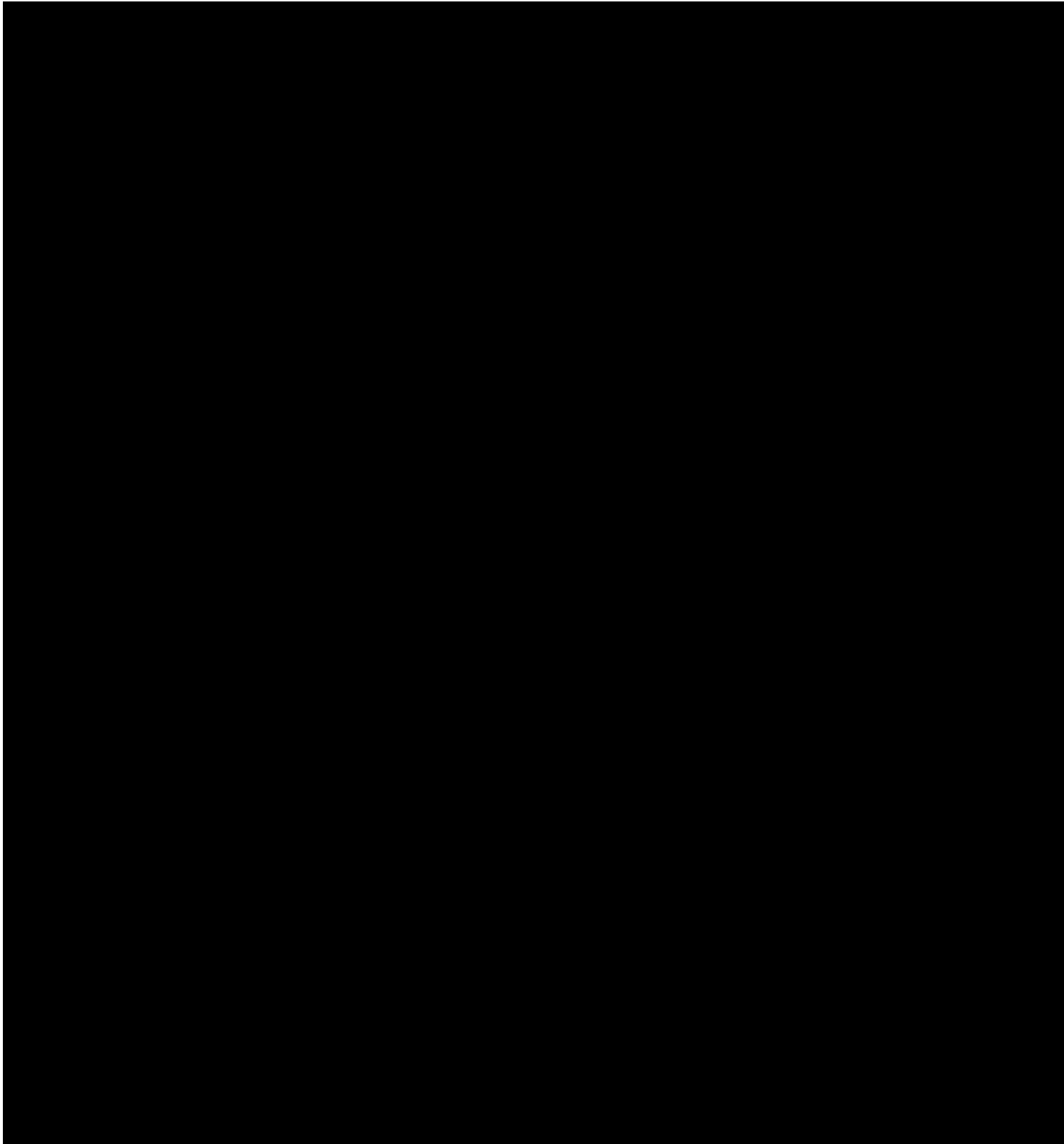
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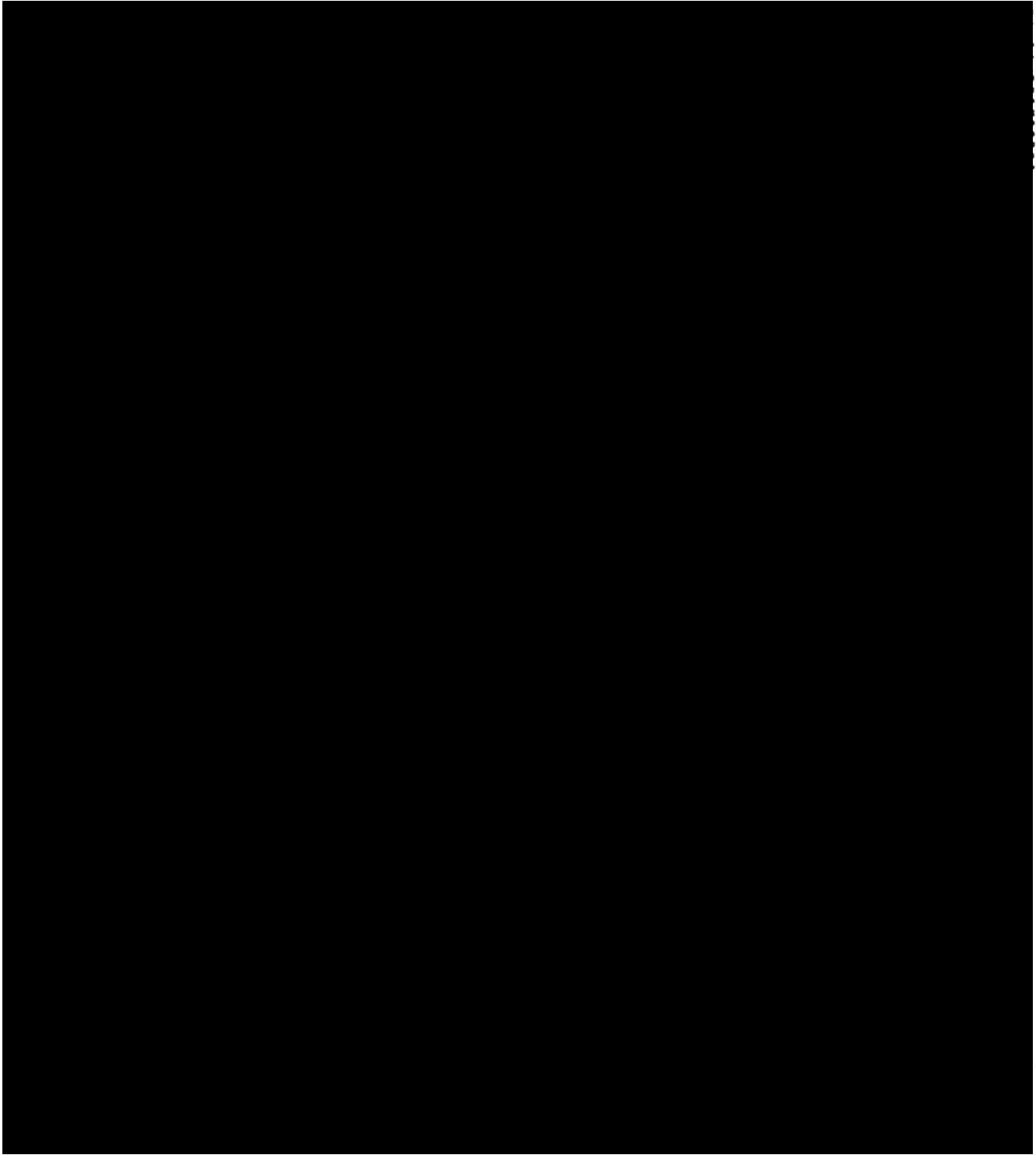




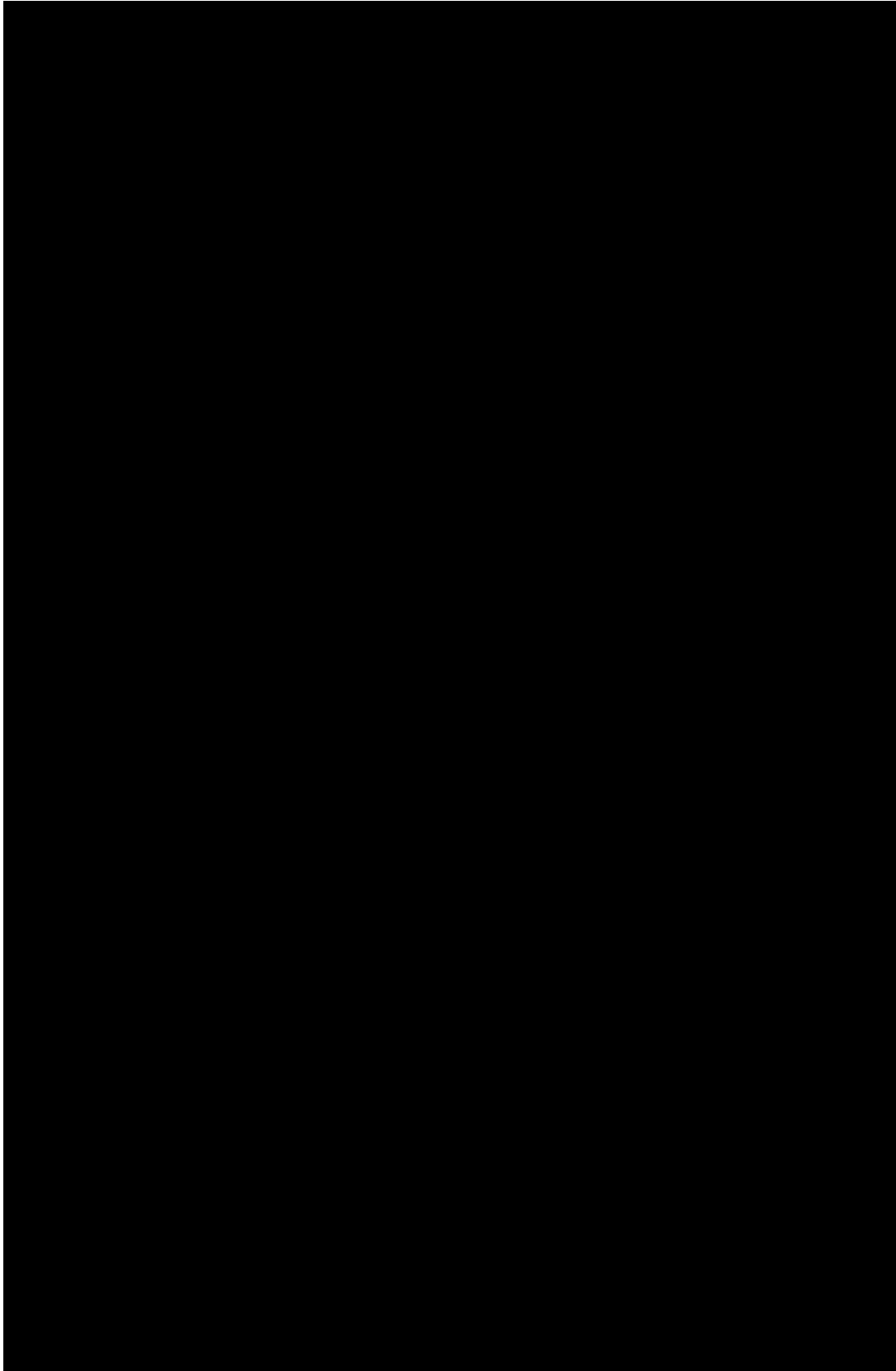


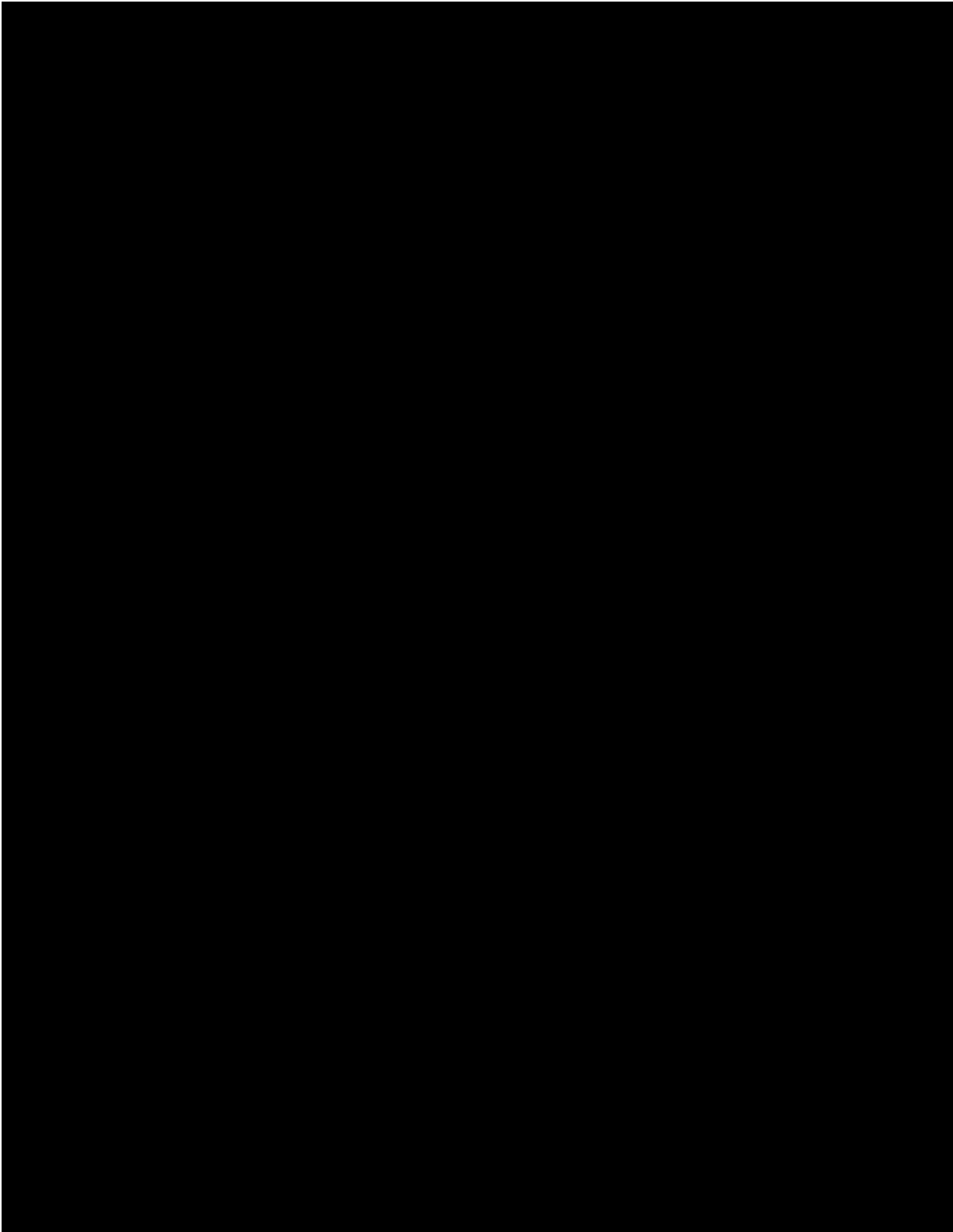




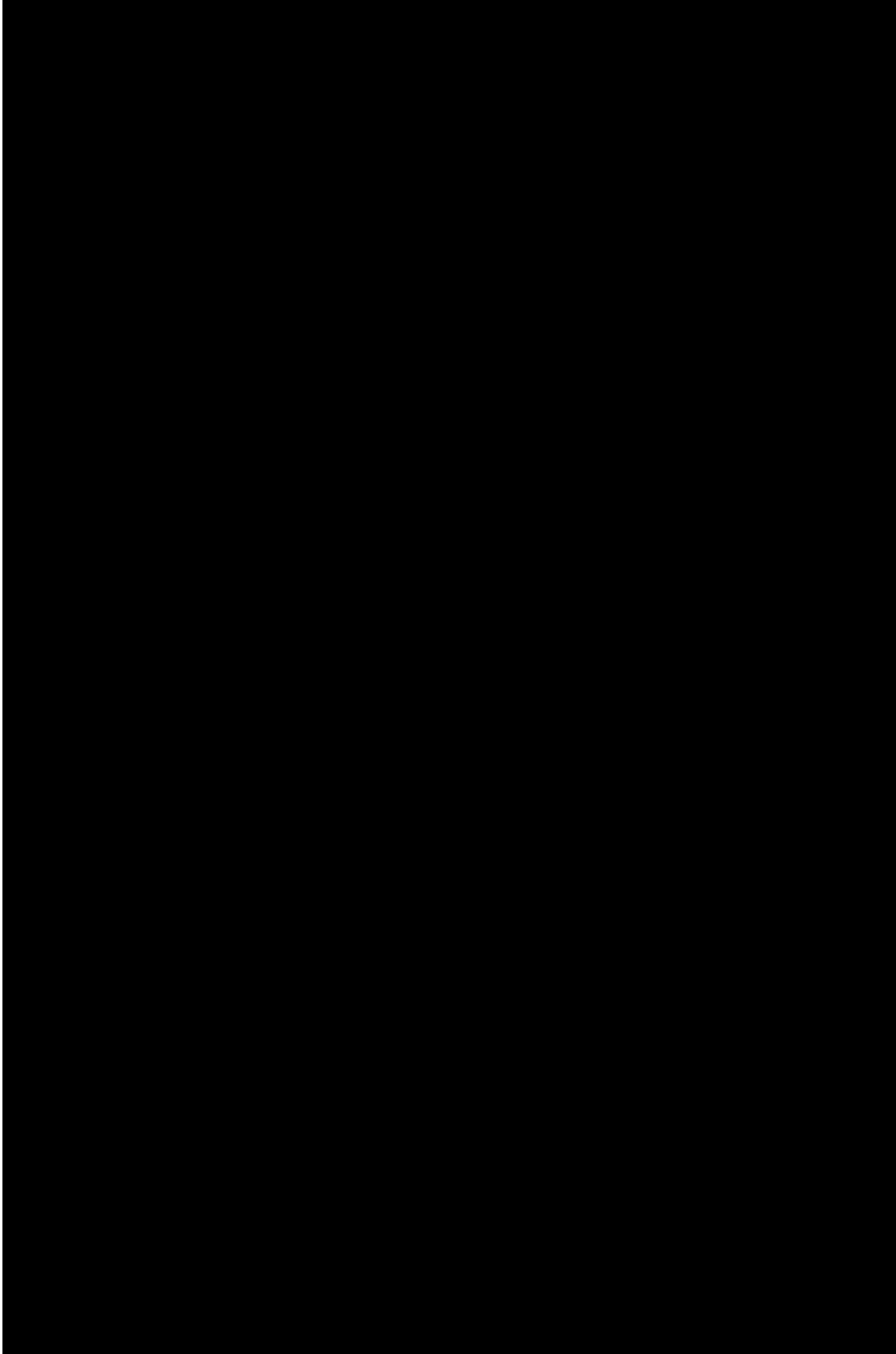


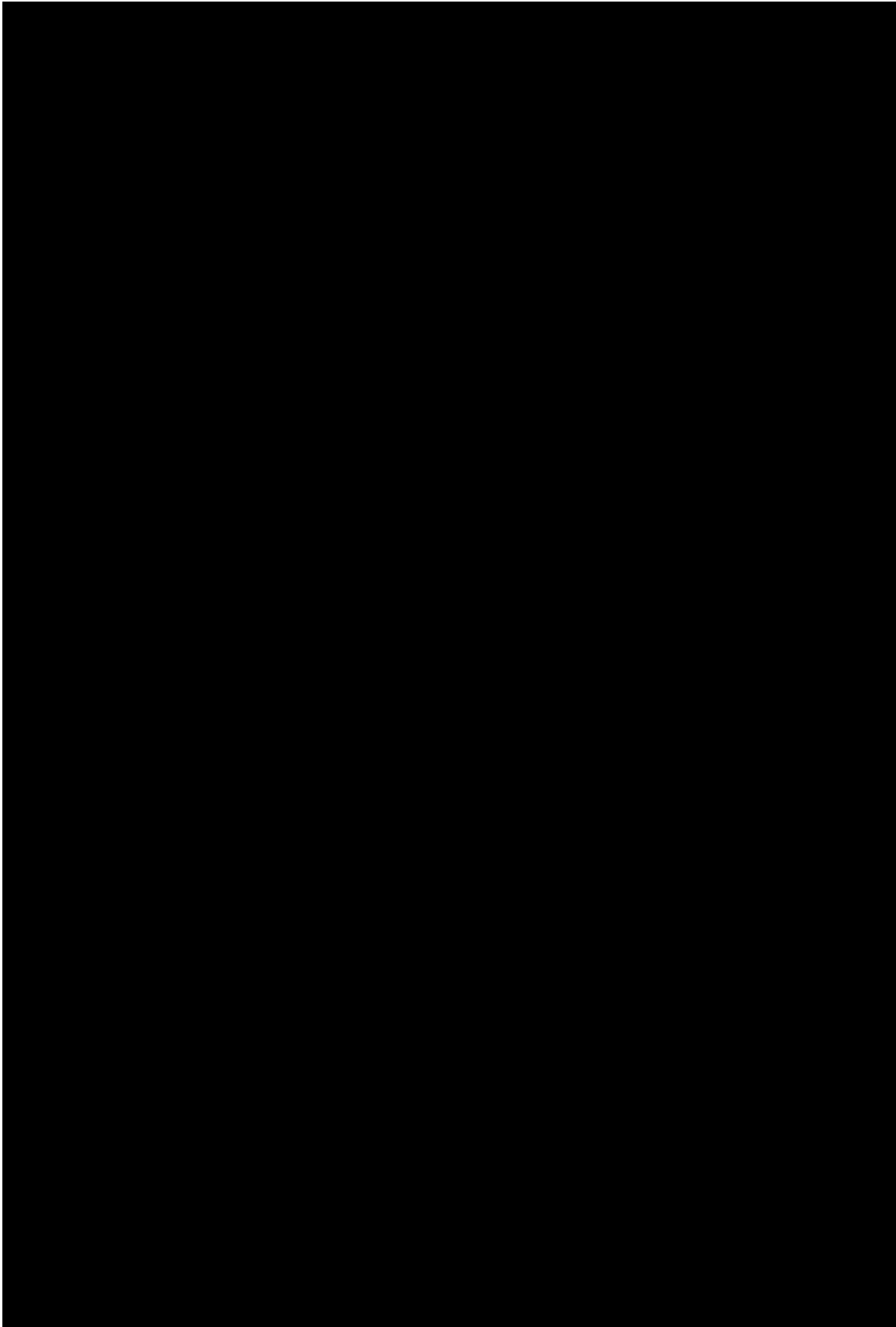
**EXHIBIT C**  
**TEAMING AGREEMENT**

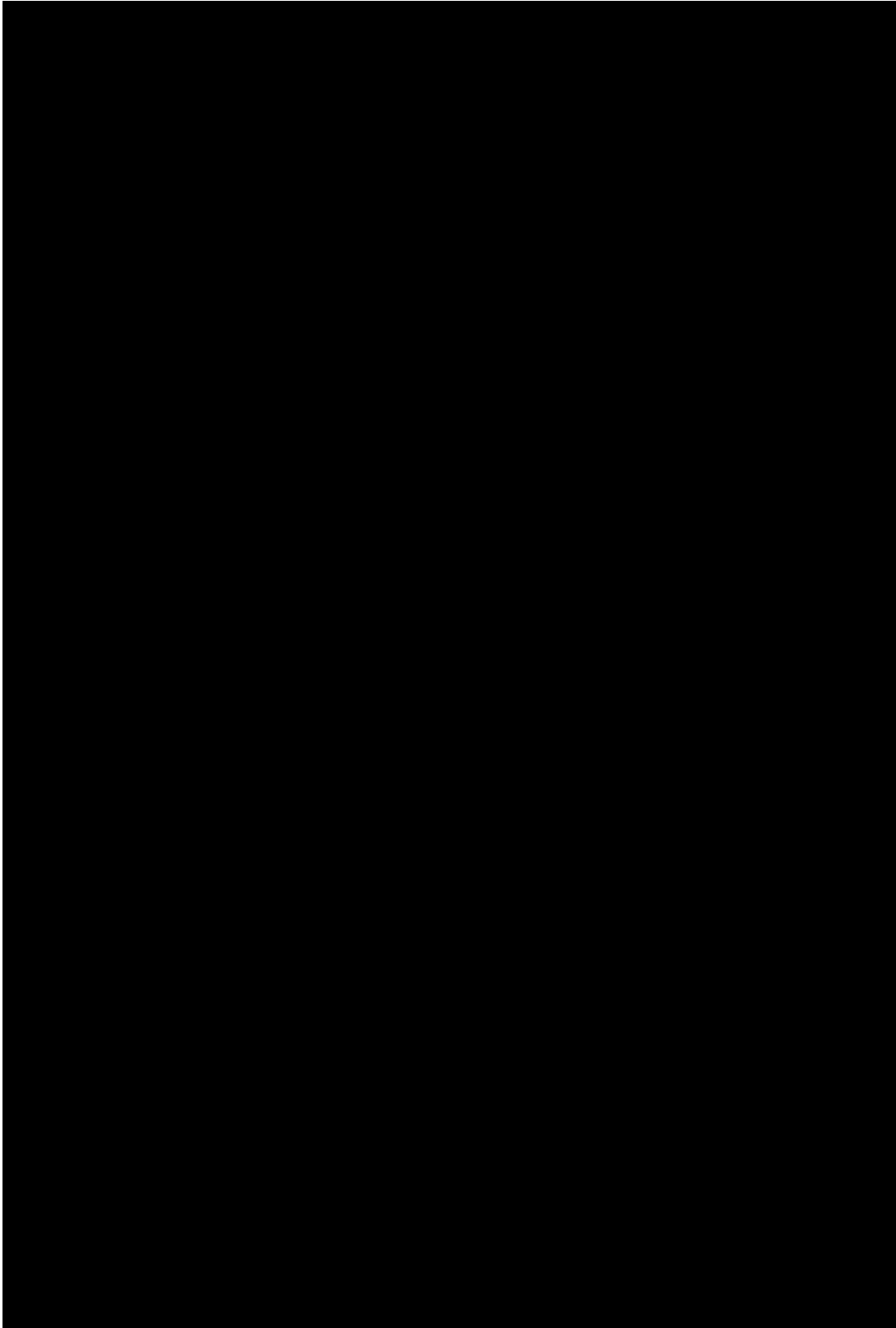




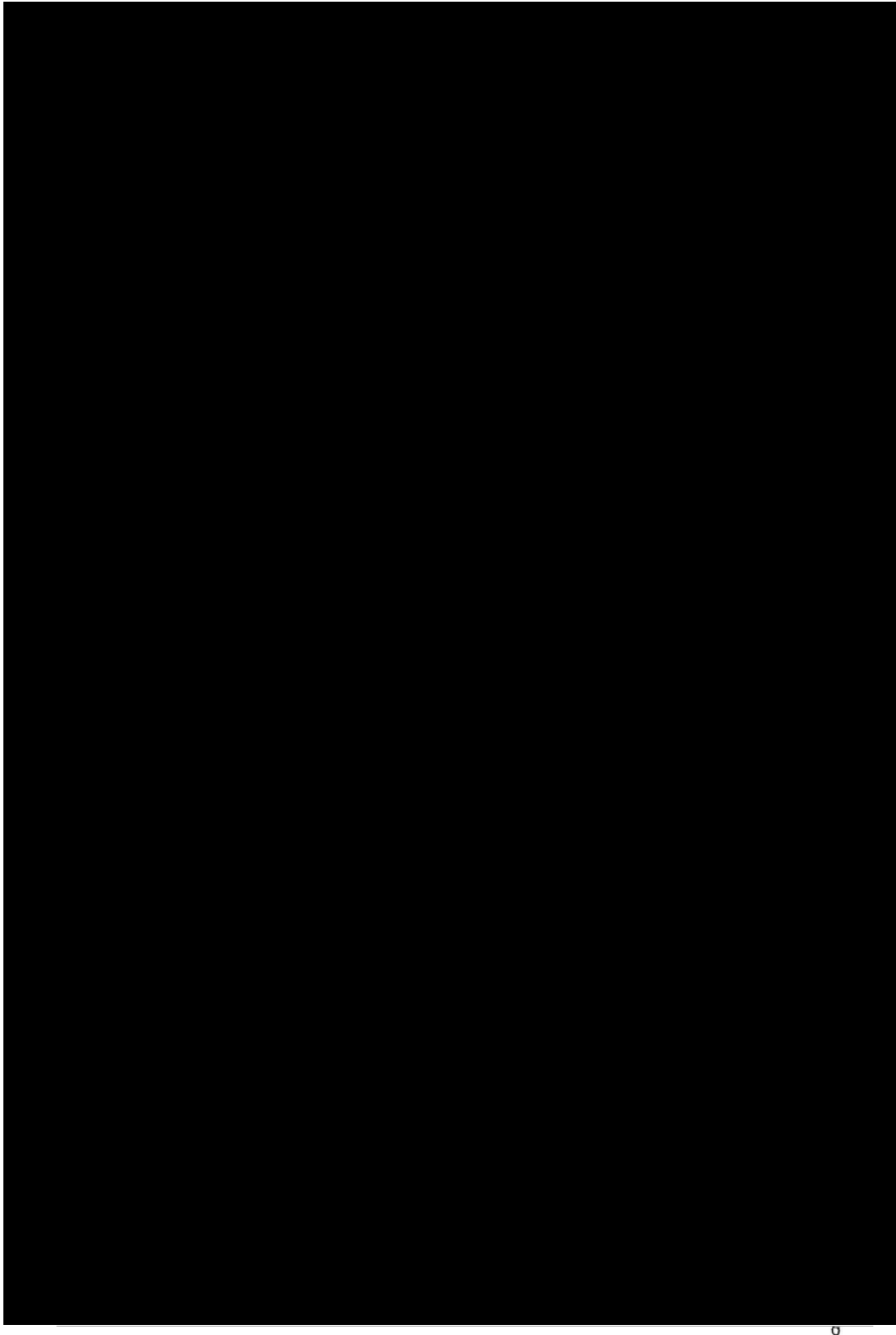
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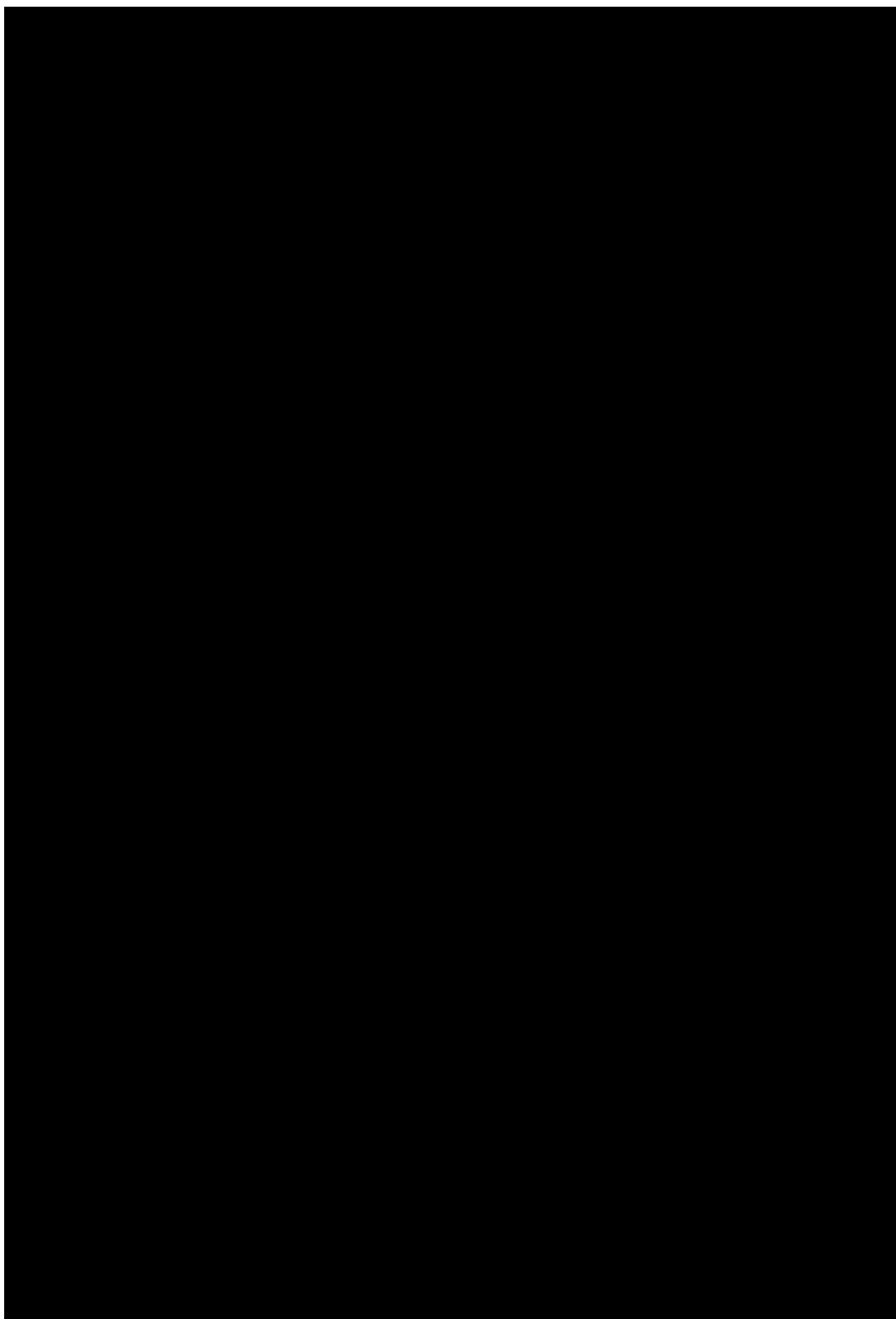


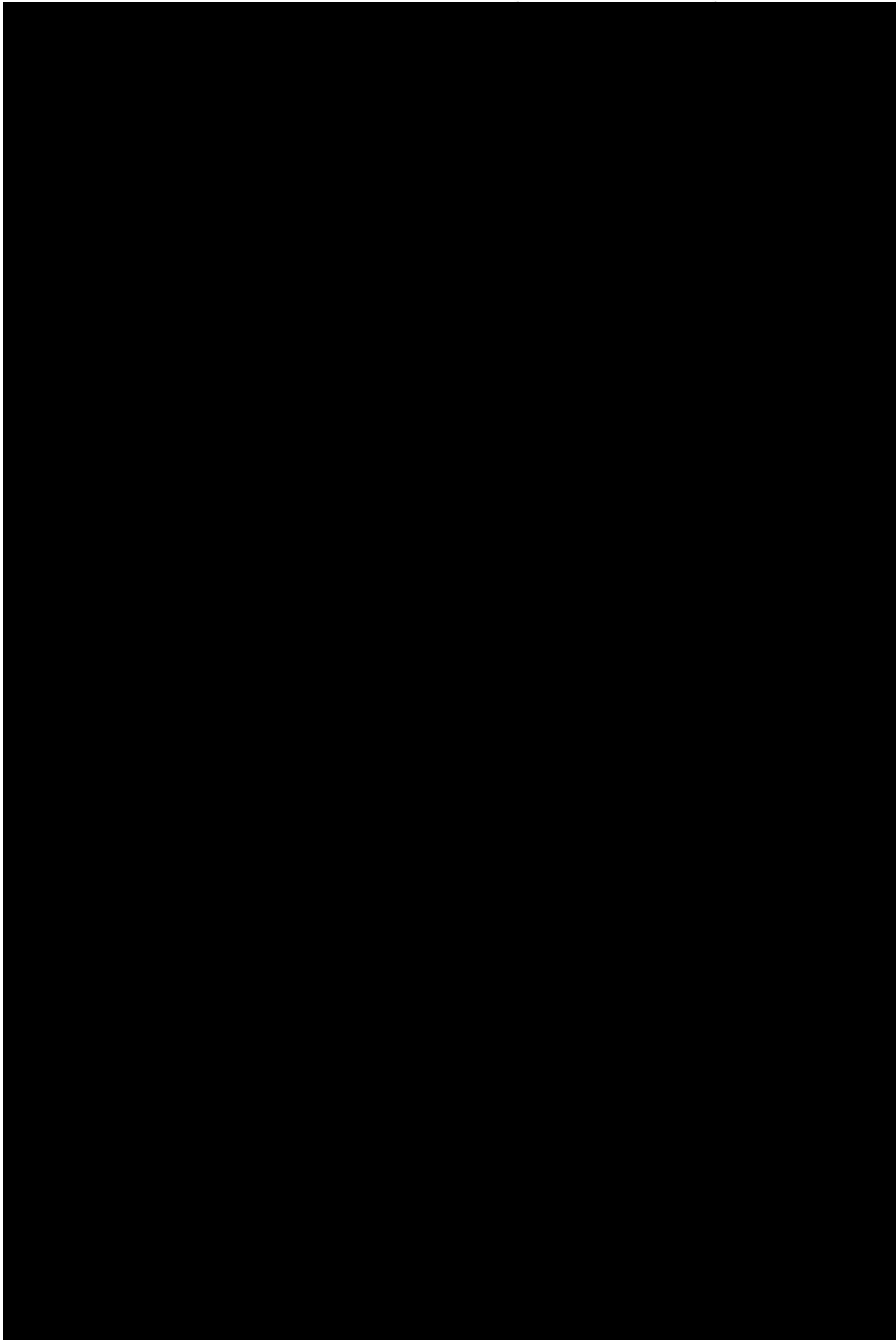




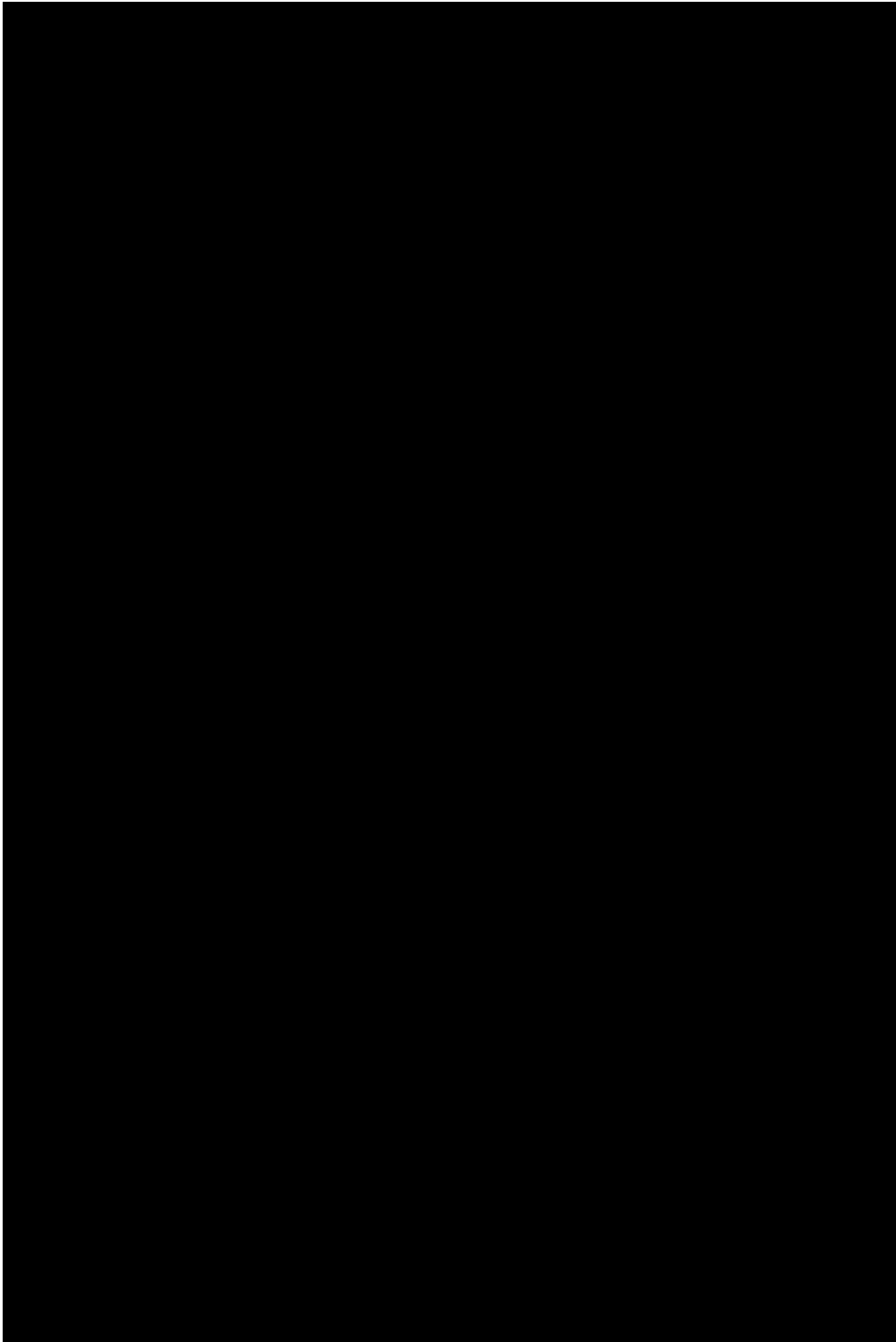
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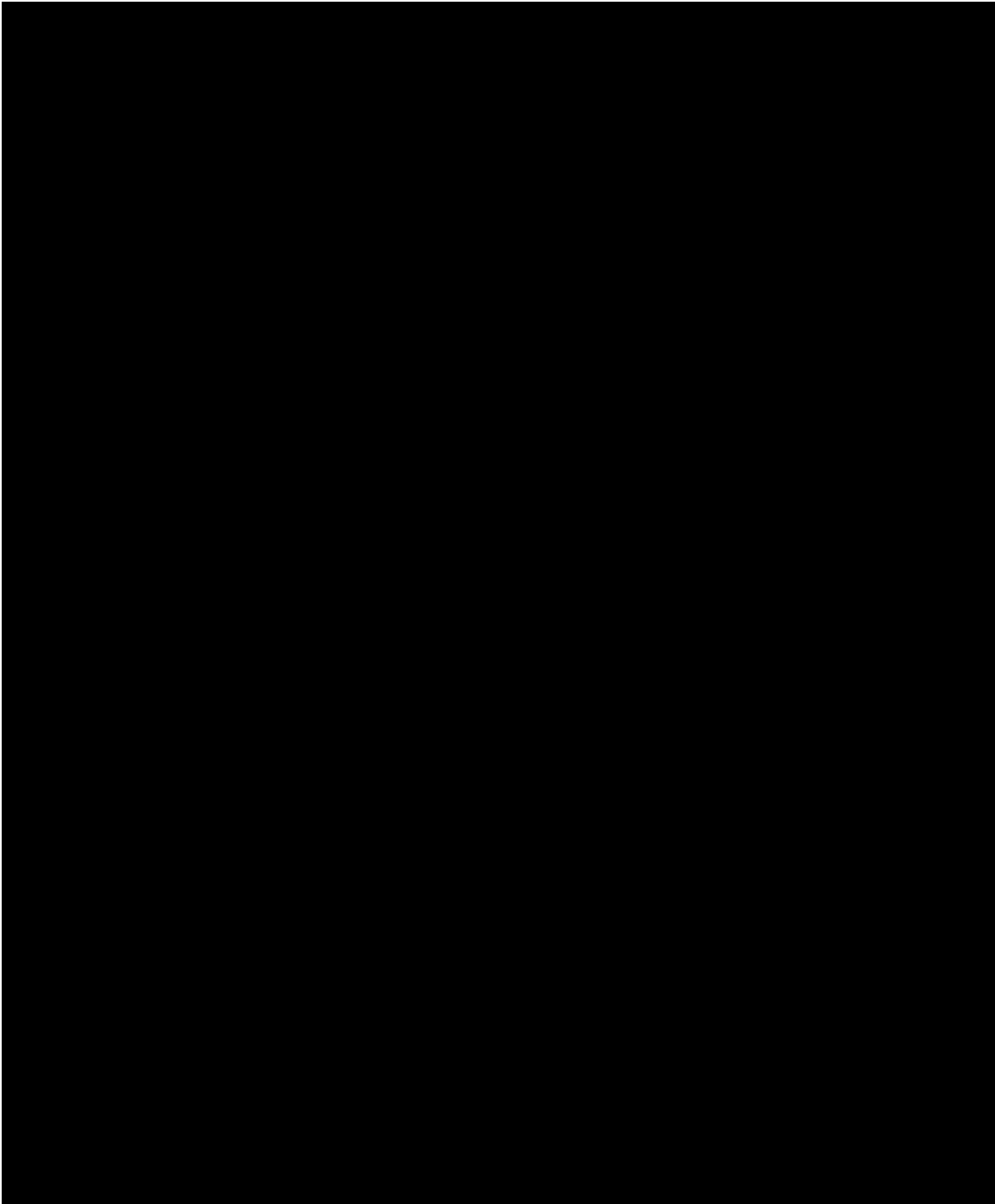




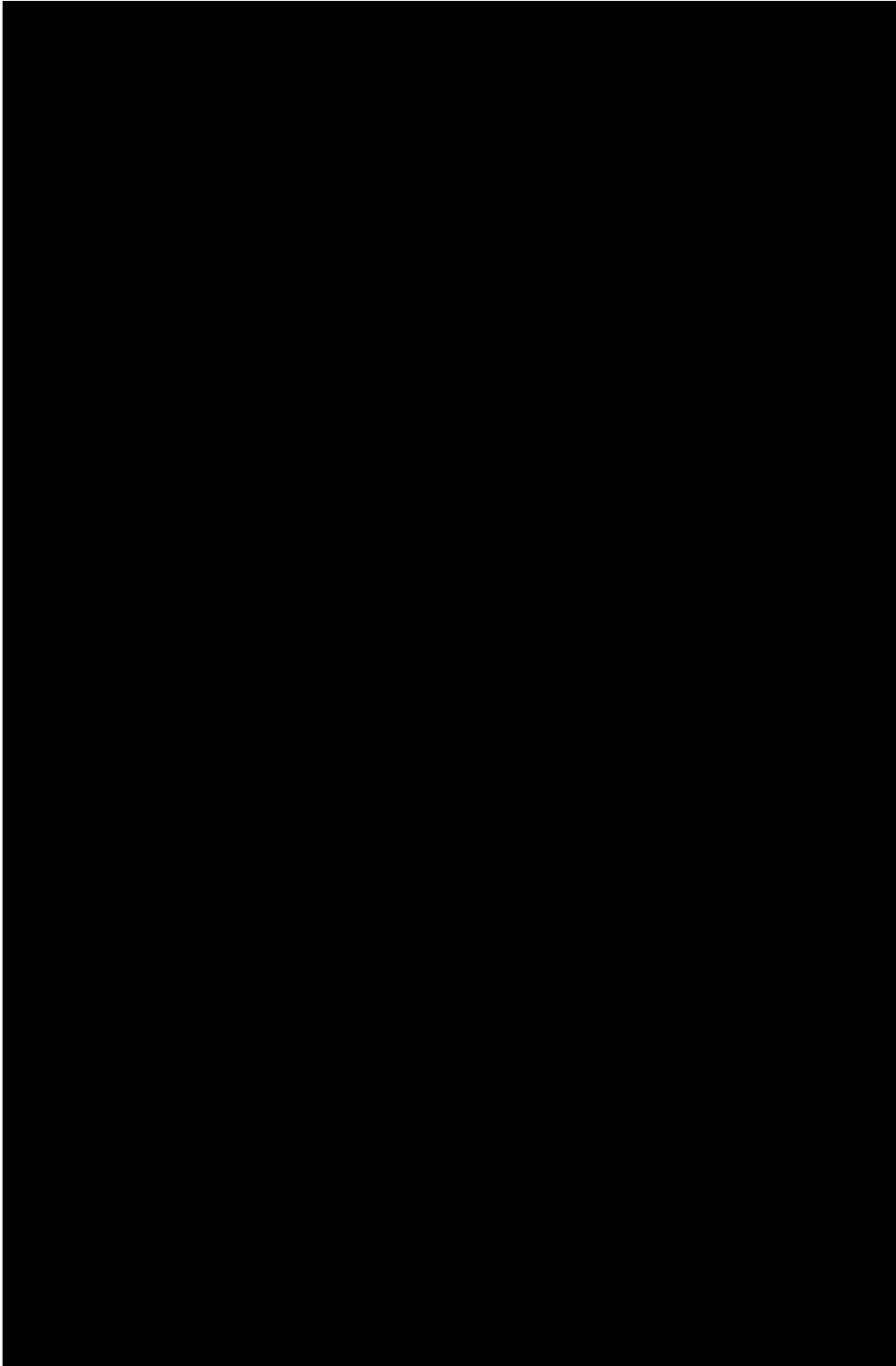
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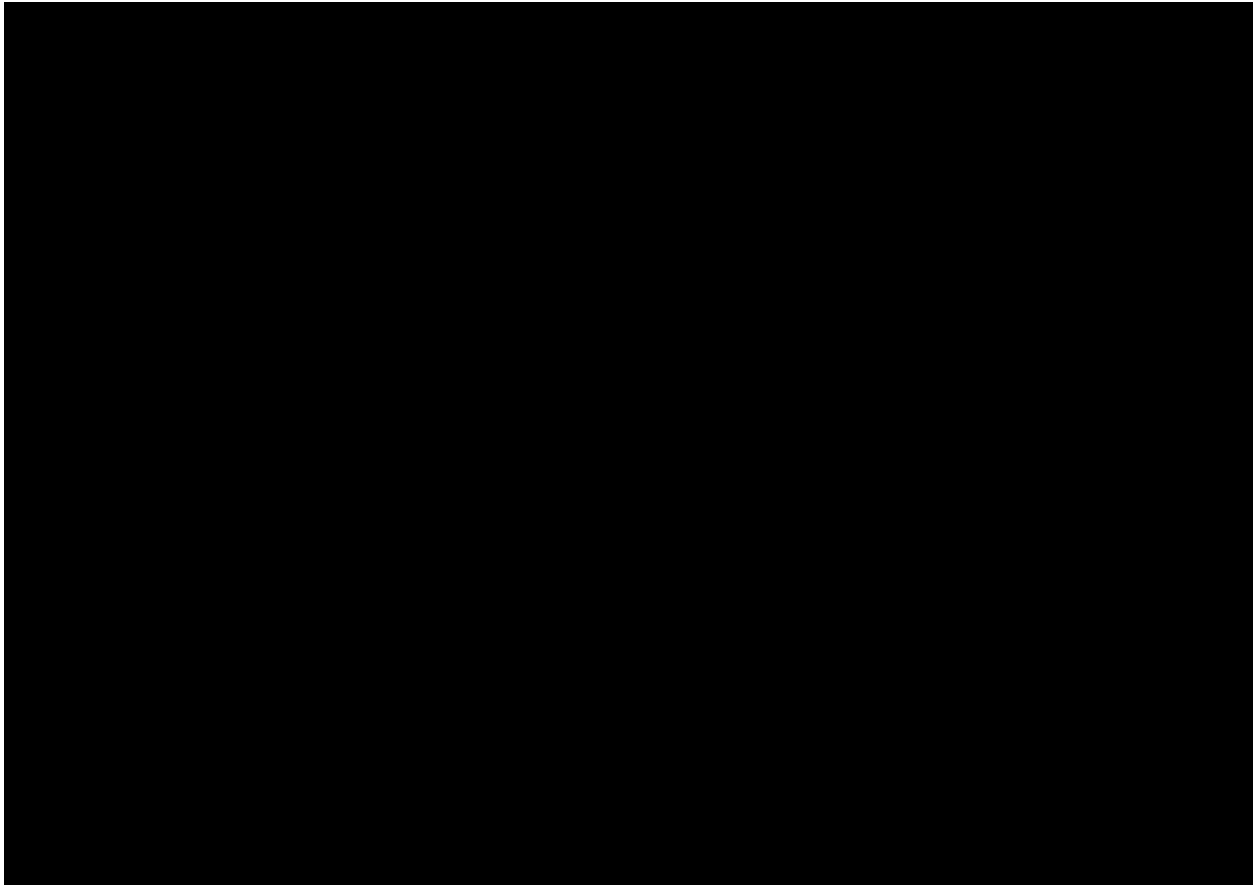


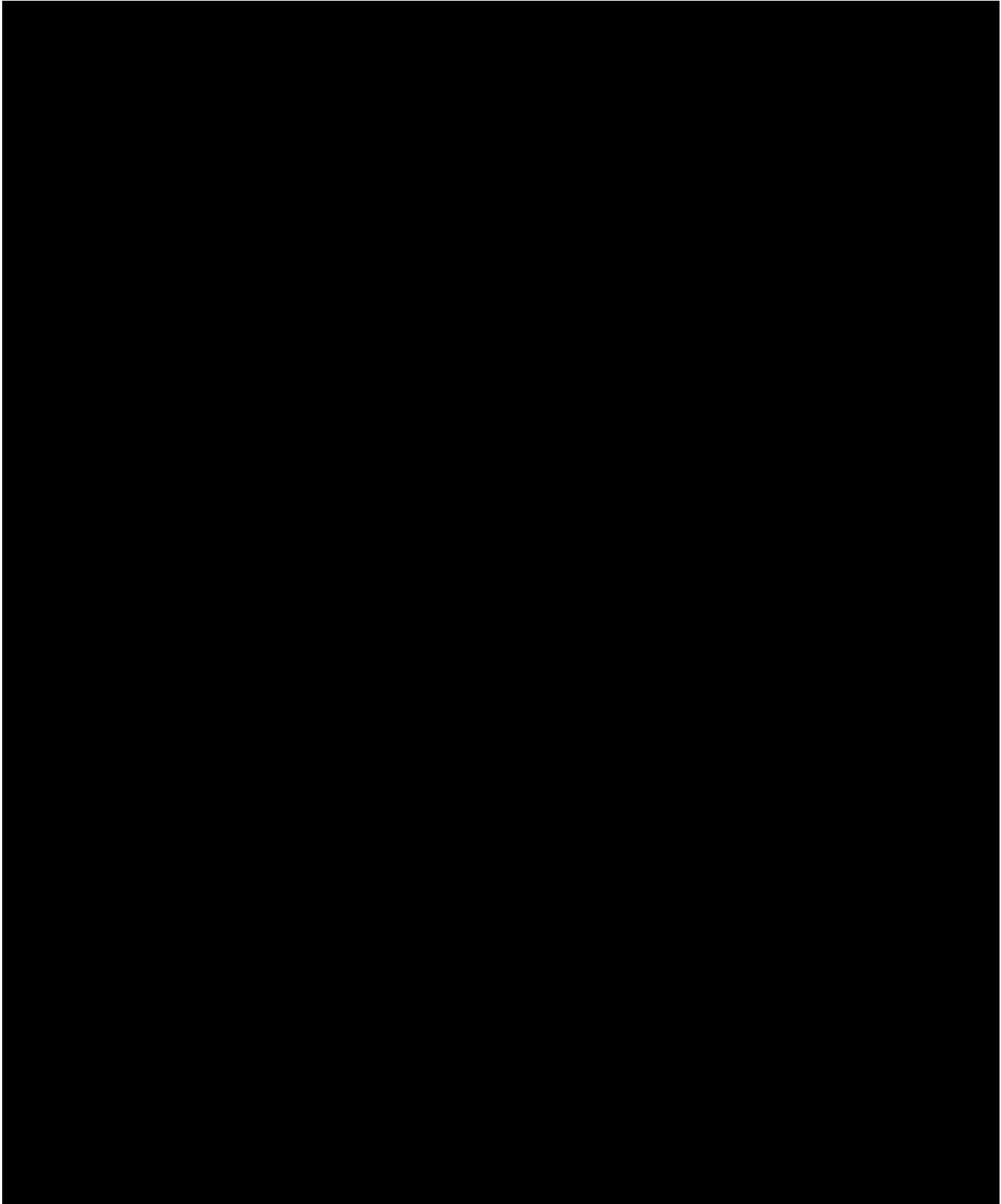


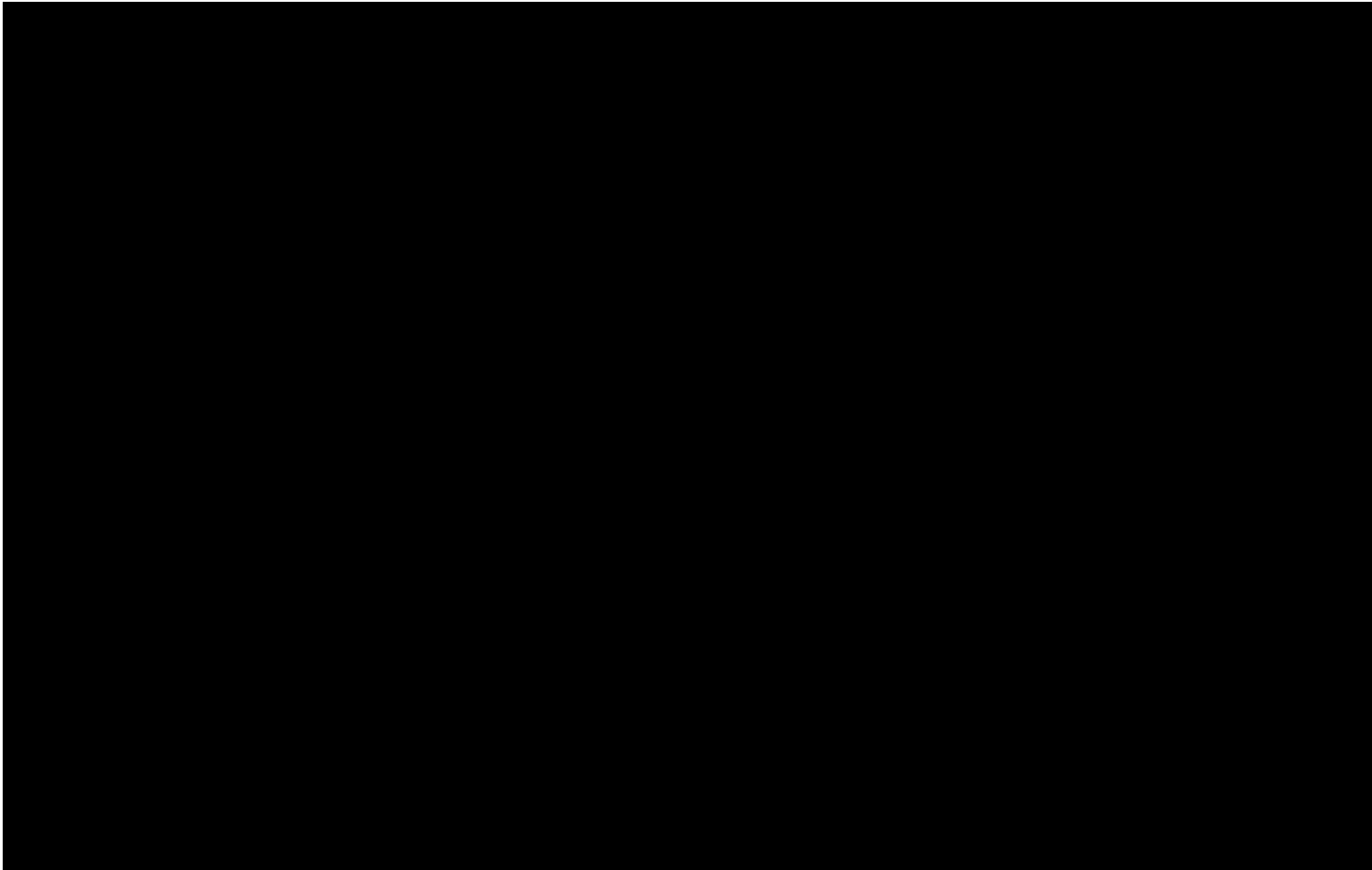




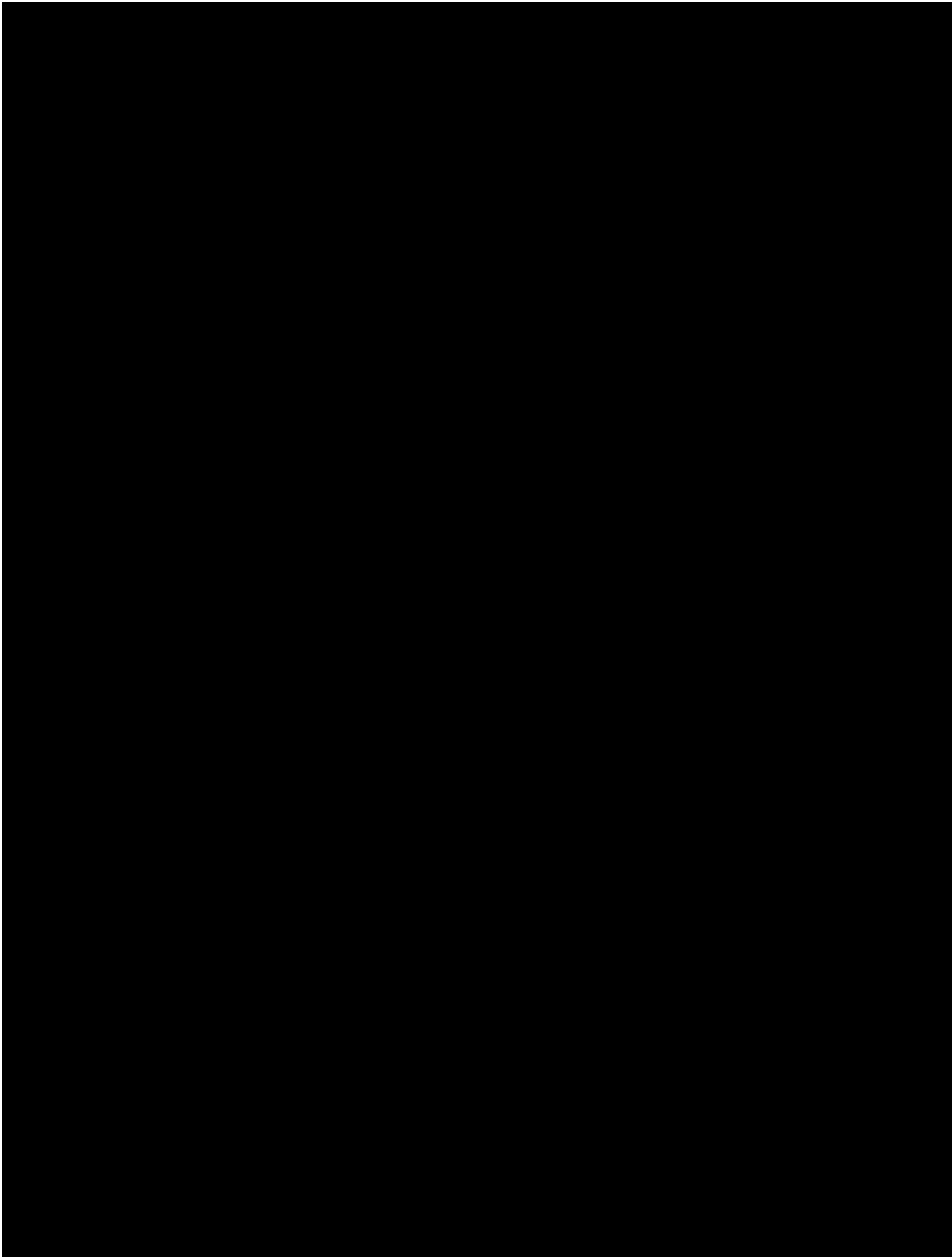


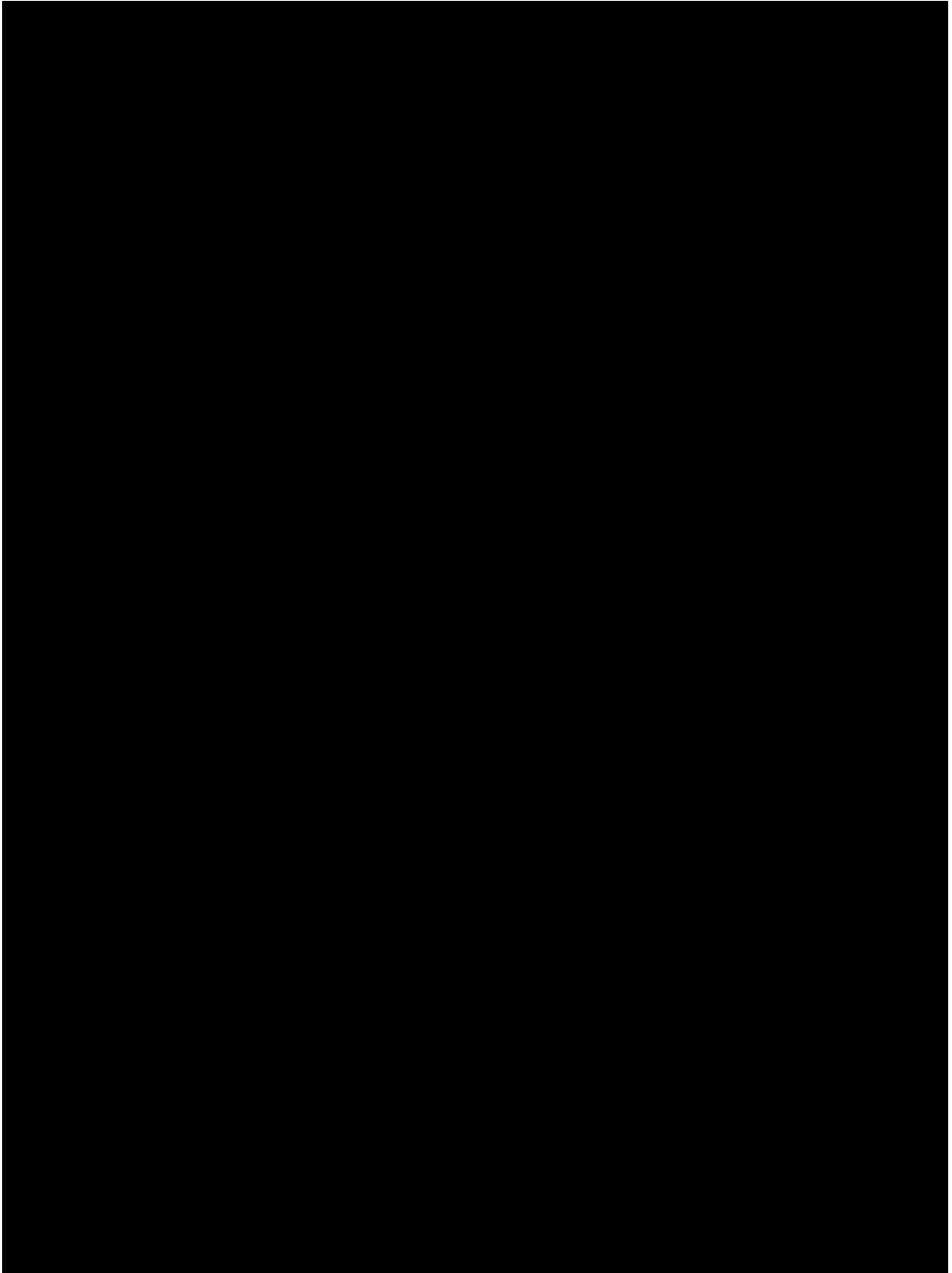


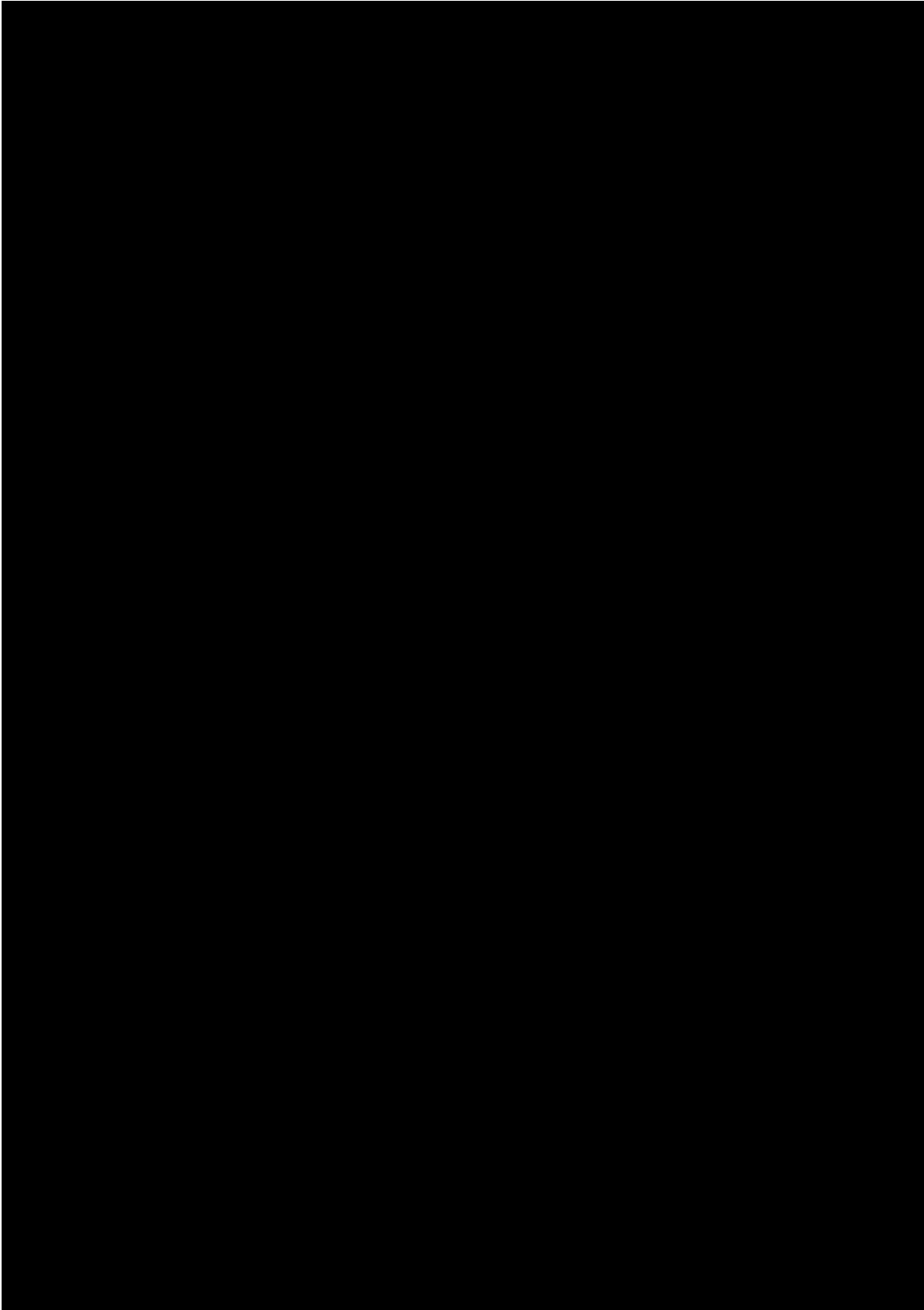


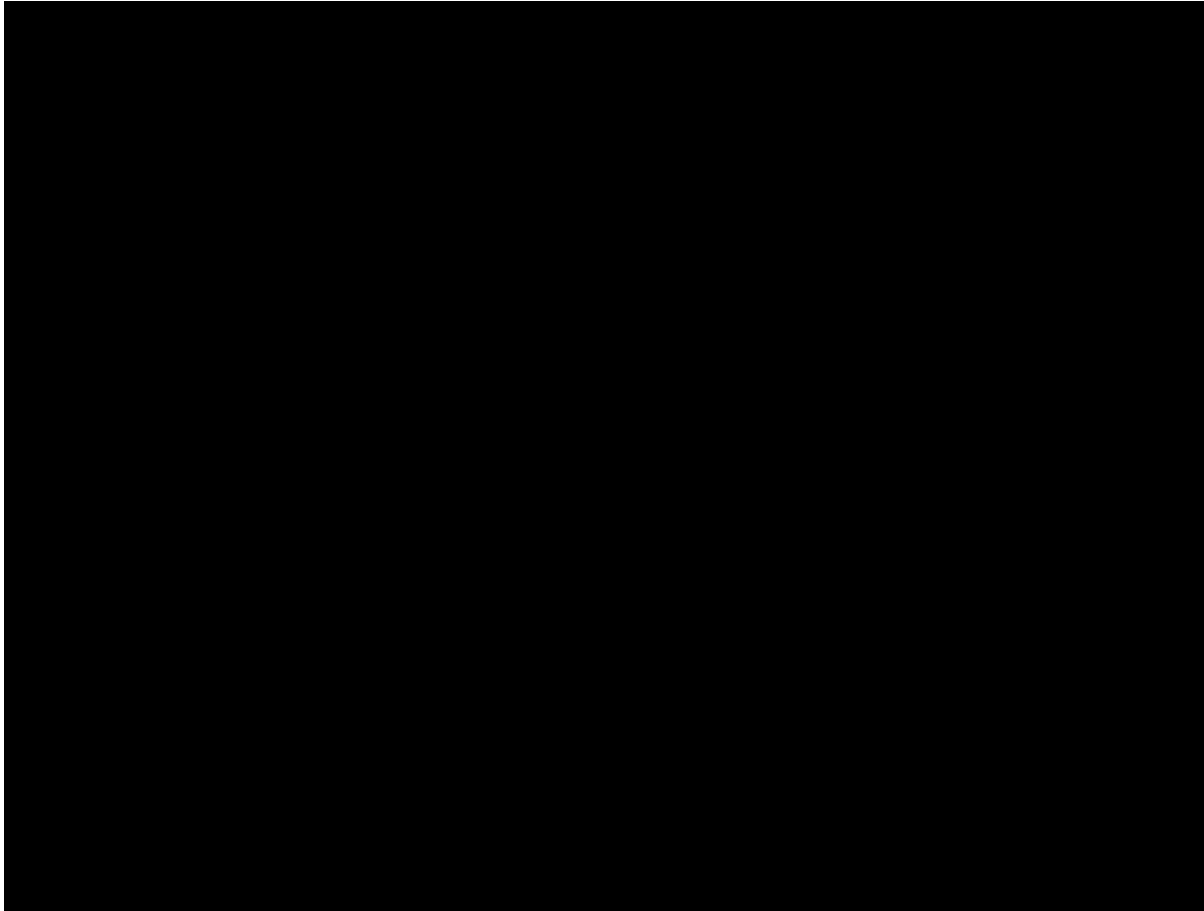


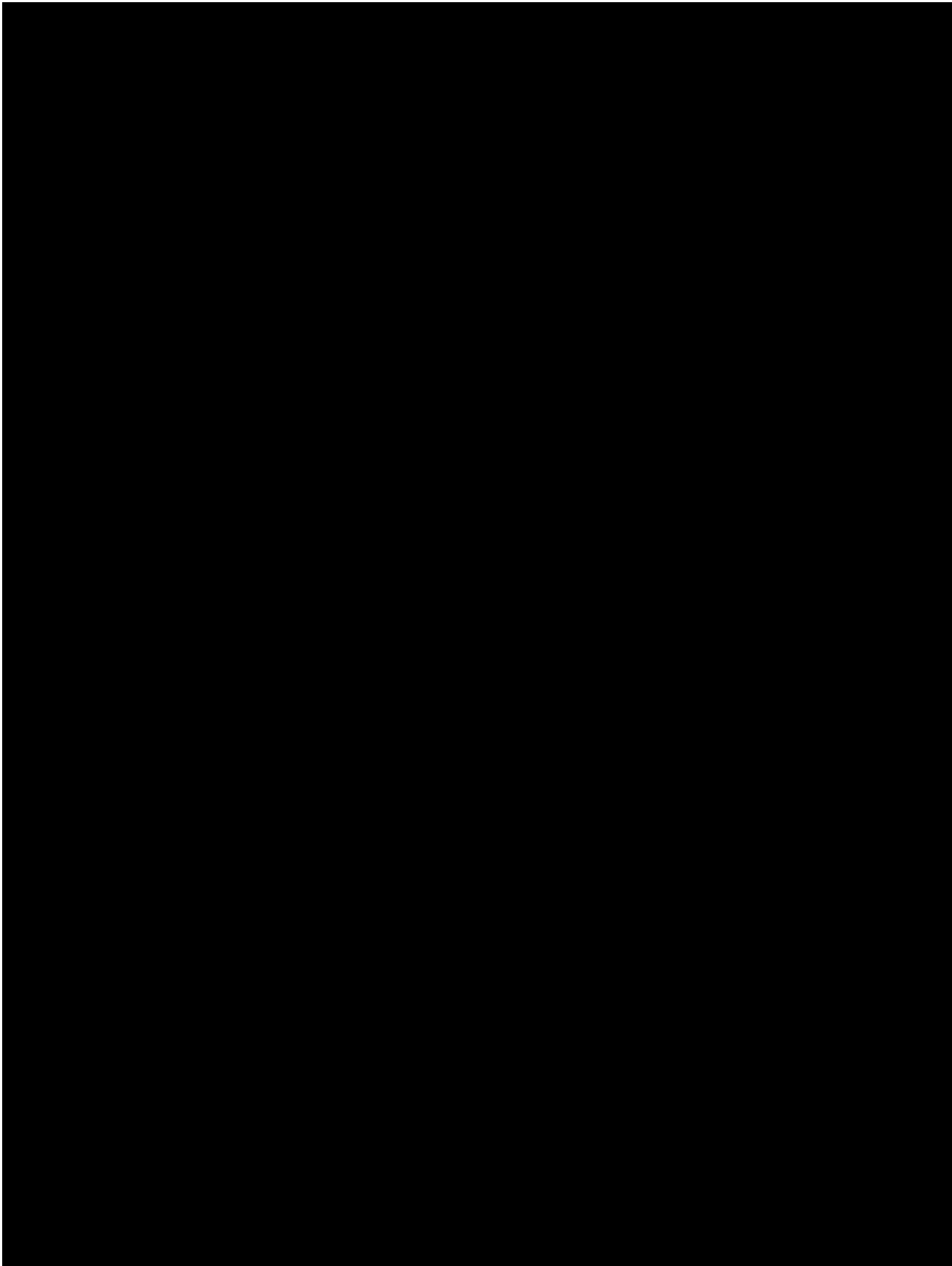


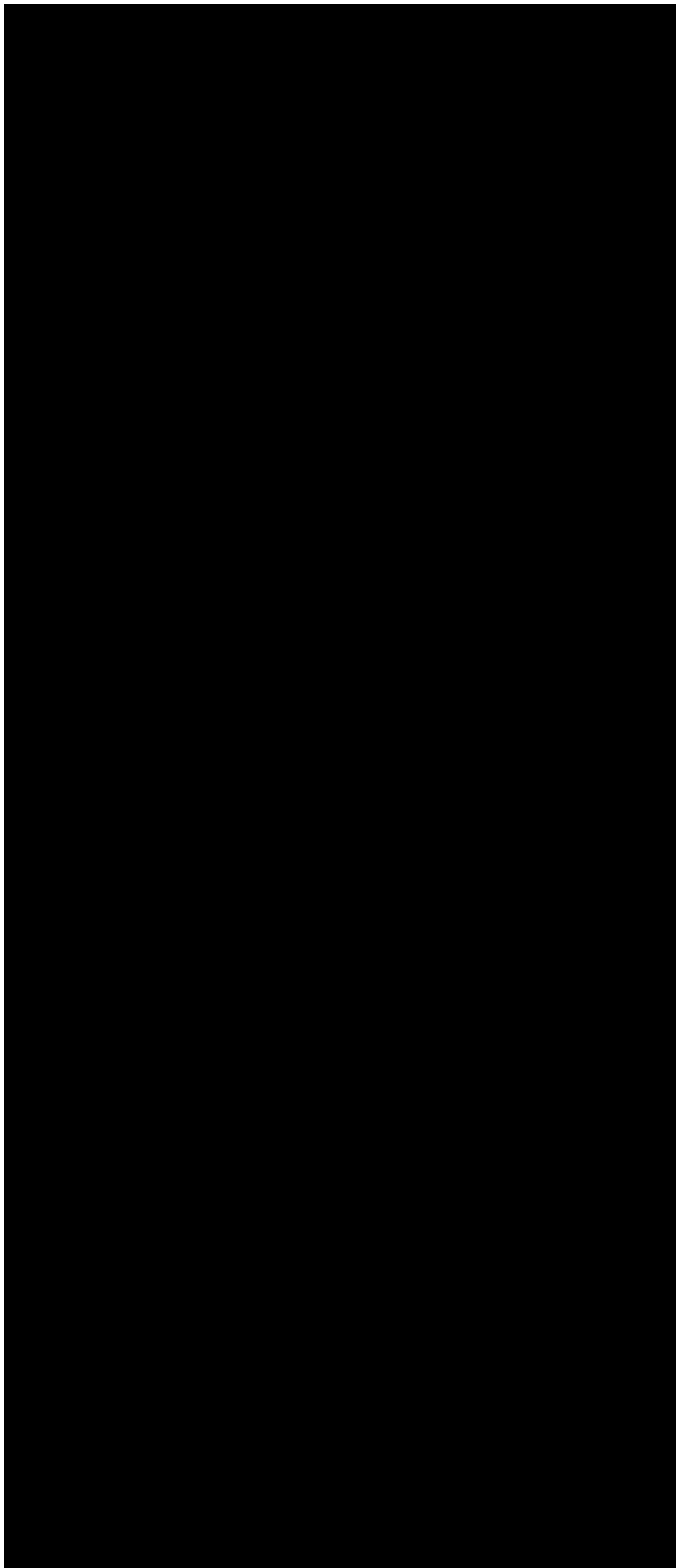


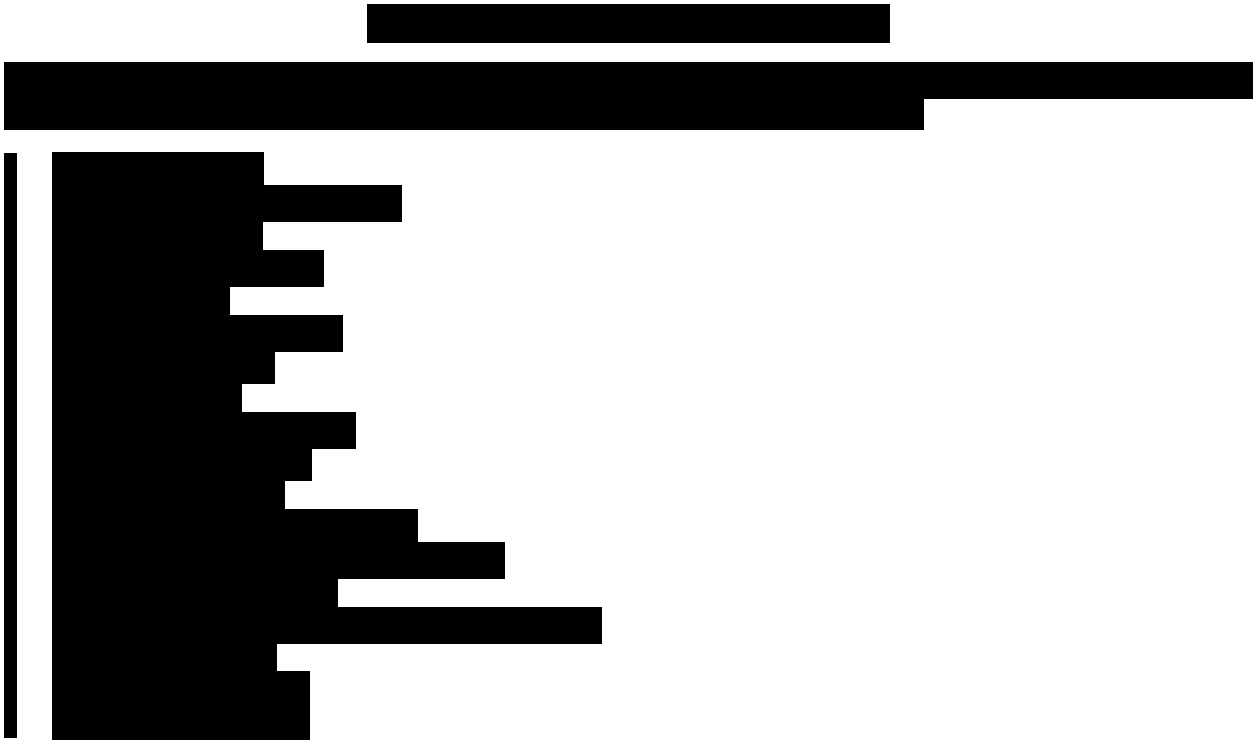


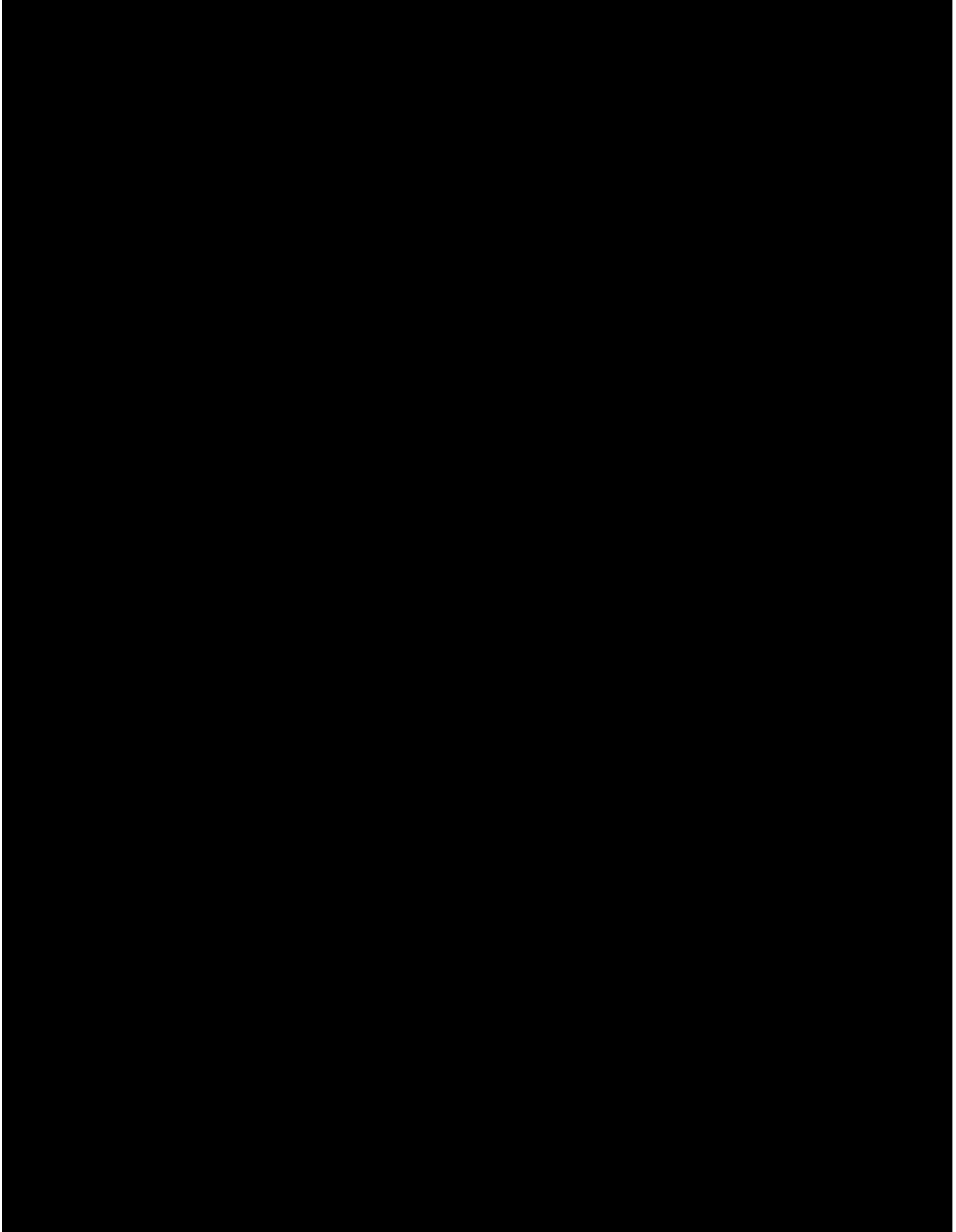


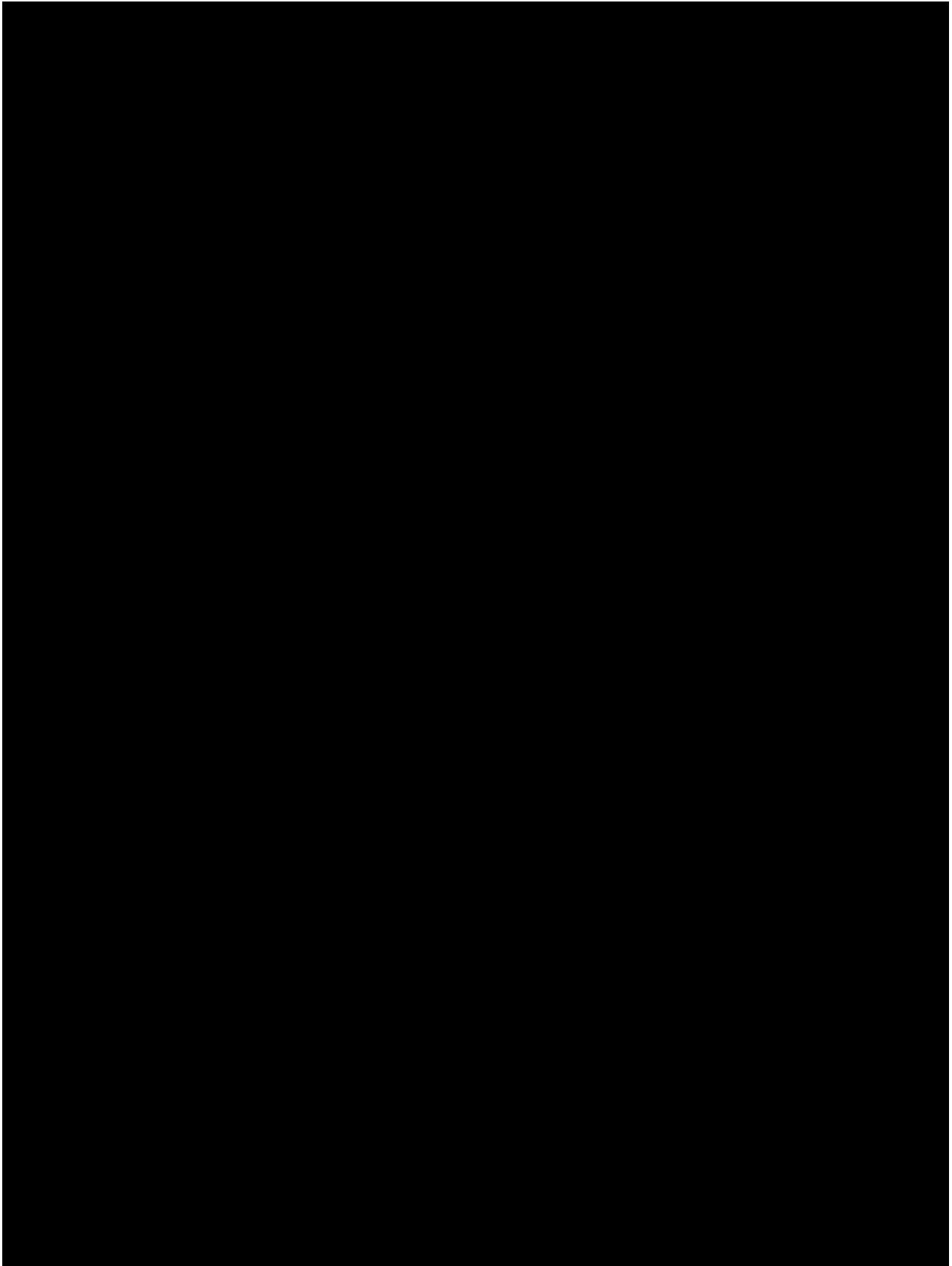


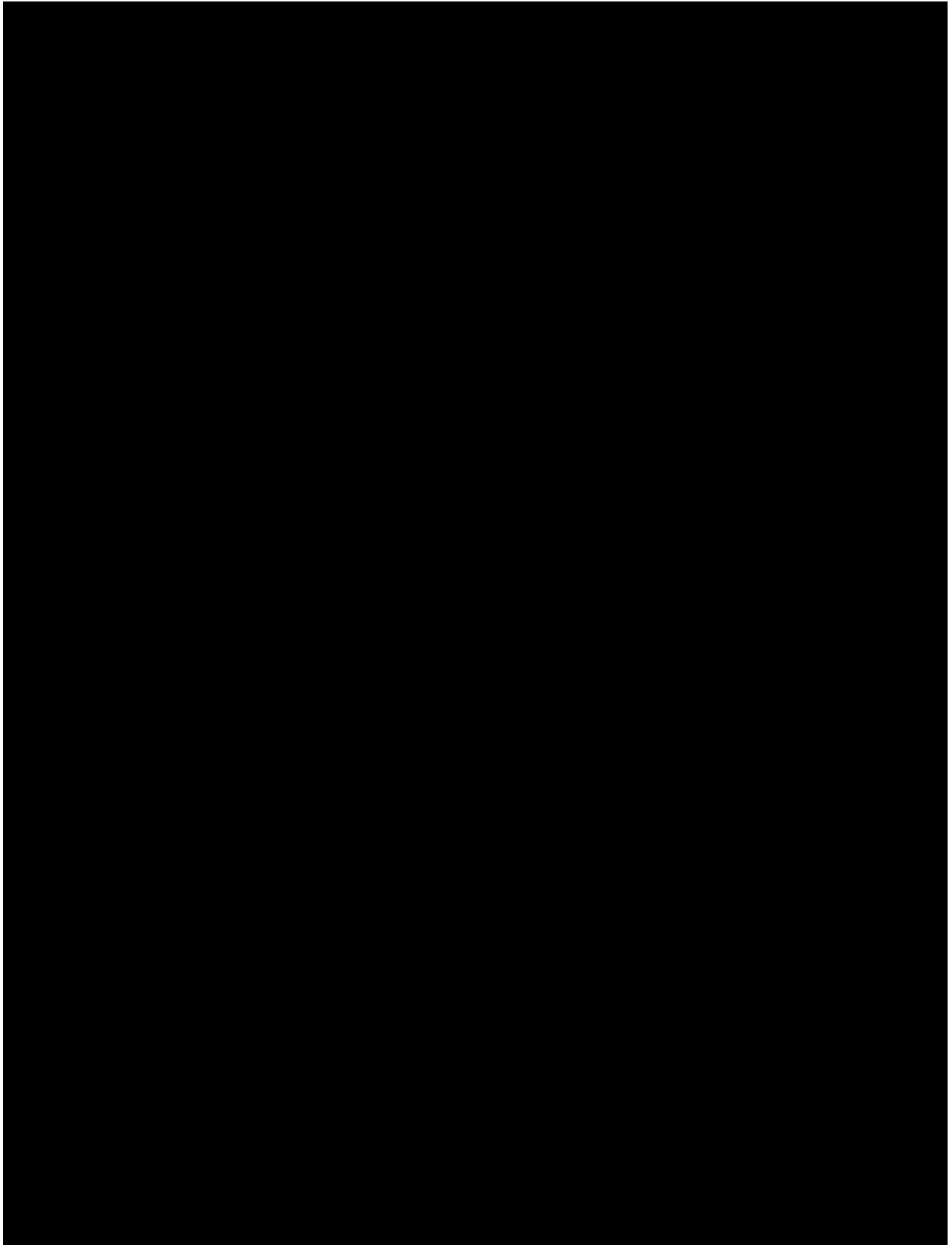


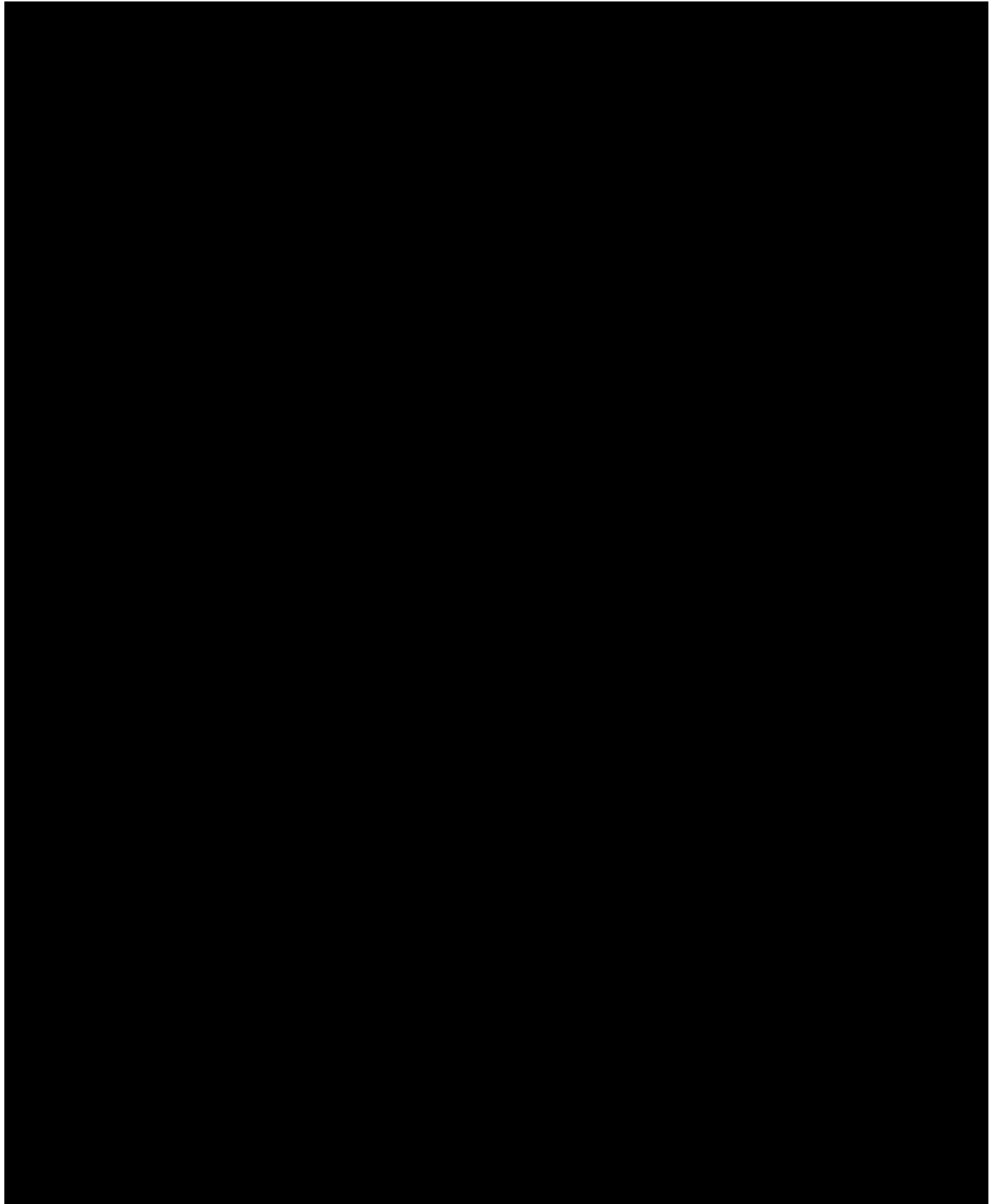


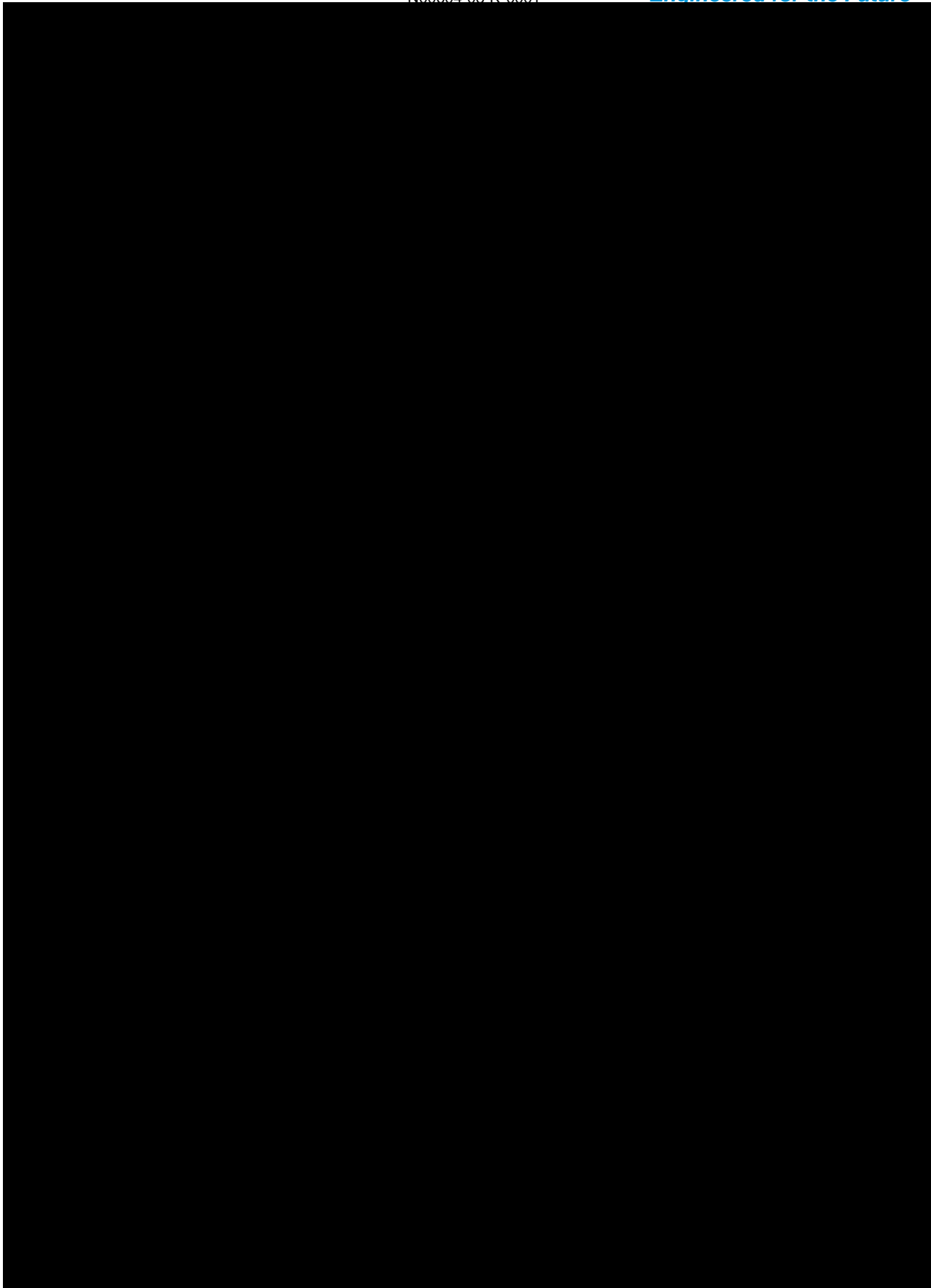




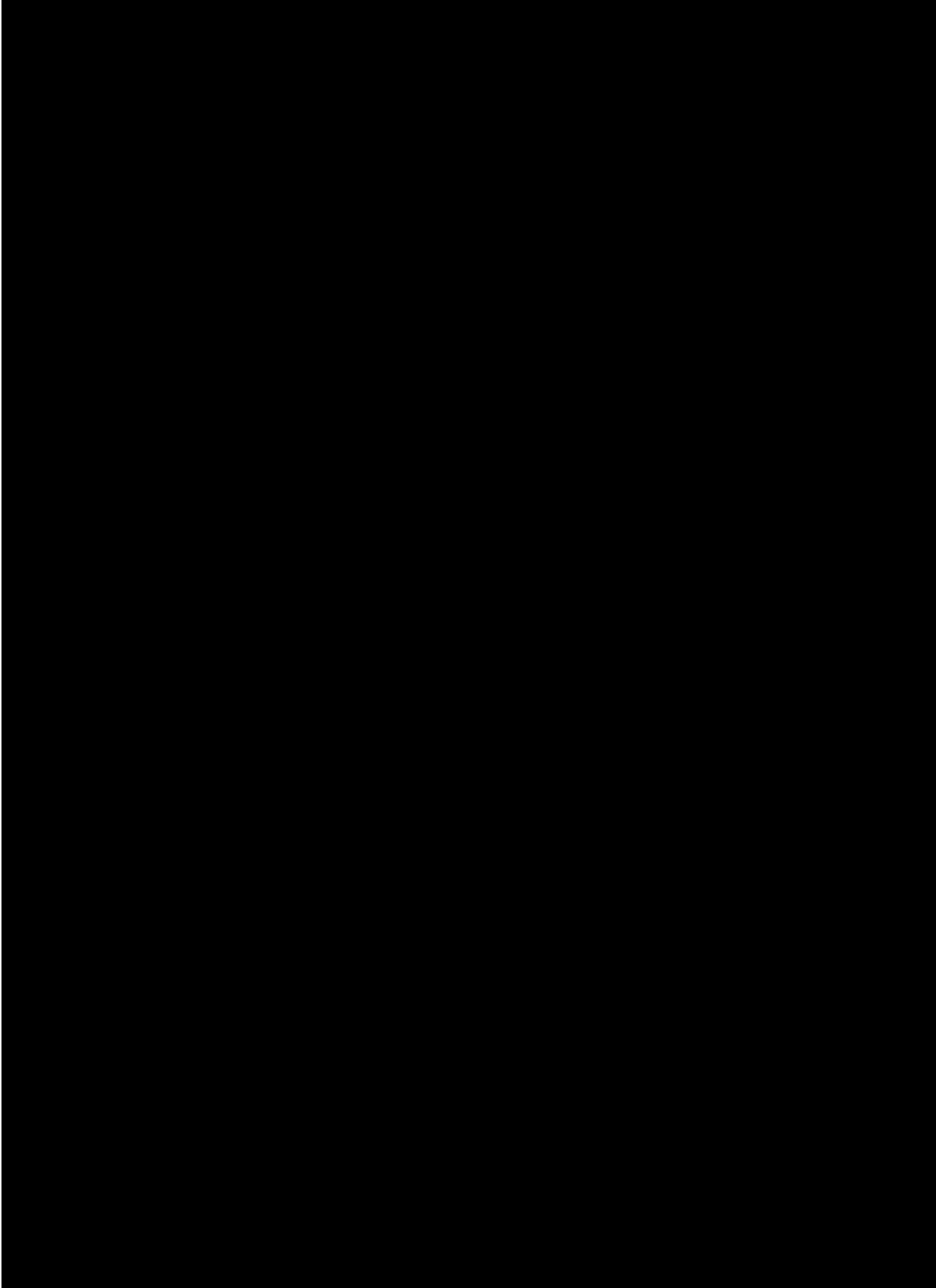














[REDACTED]

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[REDACTED]







[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]



**Manu Kai, LLC:**

[REDACTED]  
Address: 1600 Kapiolani Blvd, Suite 530, Honolulu, HI 96814  
Point of Contact: [REDACTED], General Manager, Manu Kai, LLC  
E-mail: [REDACTED]  
Phone: 808-943-9545  
Fax: 808- 944-3910